



THE STATE TRADING CORPORATION OF INDIA LIMITED

JAWAHAR VYAPAR BHAWAN, TOLSTOY MARG, NEW DELHI-110 001

NOTICE

Notice is hereby given that the 56th Annual General Meeting of The State Trading Corporation of India Limited will be held on Thursday, the 27th September, 2012 at 12.00 noon at the Registered Office of the Corporation at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012, and audited Profit & Loss Account for the year ended 31st March, 2012, together with the reports of the Directors and Auditors thereon and comments of the Comptroller & Auditor General of India in terms of Section 619 of the Companies Act, 1956.
2. To declare dividend on equity shares for the year 2011-12.
3. To appoint a Director in place of Shri Khaleel Rahim, who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint a Director in place of Shri Proshanto Banerjee, who retires by rotation and being eligible, has offered himself for re-appointment.
5. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 224 (8) (aa) of the Companies Act, 1956 and to pass the following resolution, with or without modification(s), as an Ordinary Resolution :

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory/Branch Auditors of the Company appointed by Comptroller and Auditor General of India for the financial year 2012-13, as may be deemed fit by the Board."

Special Business

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri Madhusudan Prasad, who on appointment by the President of India joined the Board as an Additional Director w.e.f. 12.01.2012, be and is hereby appointed as part-time official Director of the Company, liable to retire by rotation, on such terms, conditions and tenure as may be determined by the President of India from time to time."
7. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Smt. Anita Agnihotri, who on appointment by the President of India joined the Board as an Additional Director w.e.f. 30.05.2012, be and is hereby appointed as part-time official Director of the Company, liable to retire by rotation, on such terms, conditions and tenure as may be determined by the President of India from time to time."
8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri Uday N. Abhyankar, who on appointment by the President of India joined the Board as an Additional Director w. e. f. 10.10.2011, be and is hereby appointed as part-time non-official Director of the Company, liable to retire by rotation, on such terms, conditions and tenure as may be determined by the President of India from time to time."
9. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri S.C. Tripathi, who on appointment by the President of India joined the Board as an Additional Director w.e.f. 14.10.2011, be and is hereby appointed as part-time non-official Director of the Company, liable to retire by rotation, on such terms, conditions and tenure as may be determined by the President of India from time to time."
10. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri S.C. Saraf, who on appointment by the President of India joined the Board as an Additional Director w.e.f. 28.03.2012, be and is hereby appointed as part-time non-official Director of the Company, liable

to retire by rotation, on such terms, conditions and tenure as may be determined by the President of India from time to time."

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

"RESOLVED THAT Dr. (Smt.) B. Kinnera Murthy, who on re-appointment by the President of India joined the Board as an Additional Director w. e. f. 10.05.2012, be and is hereby appointed as part-time non-official Director of the Company, liable to retire by rotation, on such terms, conditions and tenure as may be determined by the President of India from time to time."

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

"RESOLVED THAT Shri Jayendra N. Shah, who on re-appointment by the President of India joined the Board as an Additional Director w. e. f. 10.05.2012, be and is hereby appointed as part-time non-official Director of the Company, liable to retire by rotation, on such terms, conditions and tenure as may be determined by the President of India from time to time."

Registered Office:

Jawahar Vyapar Bhawan,
Tolstoy Marg, New Delhi - 110001

Dated 13th August, 2012

By order of the Board of Directors

sd/-

(R.K. Gogia)

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/herself and such proxy need not be a member of the company. The Proxy Form duly completed should be deposited at the registered office of the company not later than forty-eight hours (48 hrs.) before the time of commencement of the meeting. Blank proxy form is enclosed at the end of the Annual Report.
2. Relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the Special Business, as set out above is annexed hereto.
3. Brief resumes of the Directors seeking appointment/ re-appointment as mandated under Clause 49 of the Listing Agreement with the Stock Exchanges are annexed hereto and form part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 22nd September, 2012 to Thursday, the 27th September, 2012 (both days inclusive) for the purpose of payment of dividend, if any, to be declared at the said Annual General Meeting.
5. The Board had recommended a dividend of ₹2/- per share at its meeting held on 30.05.2012. The Dividend, if approved by the Members at the said Annual General Meeting, will be paid before 26th October, 2012 to the members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before Friday, the 21st September, 2012 and the respective Beneficial Owners as at the close of business hours on Friday, the 21st September, 2012 as per details thereof to be furnished by the depositories in case of shares kept electronically.
6. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company - M/s MCS Limited: F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020; Phone Nos: 41406149/50/51/52; Fax: 41709884; email ID: admin@mcsdel.com . M/s MCS Limited is also the depository interface of the Company with both NSDL and CDSL.
7. The Company has designated an exclusive e-mail ID viz. cs@stc.gov.in for redressal of shareholders'/ investors' complaints/grievances. In case of any queries/ complaints or grievances, members may write at the above e-mail address.
8. Members holding shares in electronic form may please note that the bank account details and 9-digit MICR Code of their Bankers, as noted in the records of their depository, shall be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants wherever applicable.
9. Members are requested to immediately notify any change of address or updation of bank account particulars or other details to:
 - (i) their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - (ii) the Company at its Registered Office or its Registrar & Transfer Agents, M/s MCS Ltd., in respect of their physical shares, if any, quoting their folio number.

10. Reserve Bank of India (RBI) is providing ECS facility for payment of dividend in select cities. Members holding shares in physical form and who are desirous of availing this facility may give the details of their bank account i.e. 9-digit MICR Code, alongwith photocopy of a cheque or a blank cancelled cheque relating to the designated bank account latest by 21st September, 2012 to the Registrar and Share Transfer Agents, M/s MCS Ltd.
11. In order to avoid the incidence of fraudulent encashment of dividend warrants, the Members holding shares in physical form are requested to provide their Bank Account Number, Name and Address of the Bank/ Branch to the Company or M/s MCS Ltd. for incorporation of the same on the Dividend Warrant.
12. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amounts which remain unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the company are required to be transferred to the Investor Education & Protection Fund of the Central Government. After such transfer, members have no claim whatsoever on the amount. Therefore, Members who have not yet encashed any dividend warrant(s) issued earlier are requested to make their claims to the company, without any delay.
13. Members desirous of obtaining any information/ clarification(s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of the meeting to Company Secretary at the Registered Office of the Company, so that the same may be attended to appropriately.
14. Members, who are not able to encash their dividend warrants within the validity period, may write to the Company at its Registered Office, for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
15. In terms of Section 109 A of the Companies Act, 1956, nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail the nomination facility by filing form No. 2 B in their own interest. Blank forms can be had from M/s MCS Limited or from the office of the Company on request. Members holding shares in dematerlised form may contact their respective DPs for registration of nomination.
16. Members holding physical shares in multiple folios in identical names are requested to send their share certificates to Company's Registrar and Share Transfer Agents, M/s MCS Limited for consolidation.
17. Members are requested to:-
 - (i) **bring their copies of Annual Report and Attendance Slip duly completed and signed** at the meeting.
 - (ii) **quote their Folio/DP & client identification** No. in all correspondence with the Company/Registrar & Share Transfer Agents.
 - (iii) note that 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.
 - (iv) **note that the Corporate Members** intending to send their authorized representatives are required to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
 - (v) not bring brief case, bags, eatables, cell phones etc. as they are prohibited inside the meeting hall for security reasons.
 - (vi) **note that no gifts/coupons will be distributed at the meeting.**
18. Shareholders holding shares in physical form are invited to contribute to the cause of Green initiative by registering their e-mail ID by submitting E-COMMUNICATION REGISTRATION FORM inserted in the annual report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO. 6

APPOINTMENT OF SHRI MADHUSUDAN PRASAD AS DIRECTOR

Shri Madhusudan Prasad, IAS, Additional Secretary, Department of Commerce, Ministry of Commerce and Industry was appointed as Director on the Board of STC by the President of India vide Order No. 11/36/ 2001 - FT (M & O) dated 02.01.2012. Accordingly, he joined the Board as an Additional Director w. e. f. 12.01.2012 and was designated as part-time Official Director/ Government Director. In terms of Section 260 of the Companies Act, 1956, he holds office up to

conclusion of 56th Annual General Meeting of the Company and is eligible for re-appointment. The Company has received necessary letter of consent from him under Section 264(1) of the Companies Act, 1956. A brief resume of Shri Madhusudan Prasad is given in the Annexure to Notice.

None of the Directors, except Shri Madhusudan Prasad is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri Madhusudan Prasad, it would be in the interest of the Company to appoint him as a Director of the Company. The Board recommends the resolution for your approval.

ITEM NO. 7

APPOINTMENT OF SMT. ANITA AGNIHOTRI AS DIRECTOR

Smt. Anita Agnihotri, IAS, Additional Secretary and Financial Adviser, Department of Commerce, Ministry of Commerce and Industry was appointed as Director on the Board of STC by the President of India vide Order No. 11/36/2001 - FT (M&O) dated 22.05.2012. Accordingly, she joined the Board as an Additional Director w. e. f. 30.05.2012 and designated as part-time Official Director/ Government Director. In terms of Section 260 of the Companies Act, 1956, she holds office up to conclusion of 56th Annual General Meeting of the Company and is eligible for re-appointment. The Company has received necessary letter of consent from her under Section 264(1) of the Companies Act, 1956. A brief resume of Smt. Anita Agnihotri is given in the Annexure to Notice.

None of the Directors, except Smt. Anita Agnihotri is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Smt. Anita Agnihotri, it would be in the interest of the Company to appoint her as a Director of the Company. The Board recommends the resolution for your approval.

ITEM NO. 8

APPOINTMENT OF SHRI UDAY N. ABHYANKAR AS DIRECTOR

Shri Uday N. Abhyankar was appointed as Director by the President of India vide Order No. 14/13/97-FT (ST) - Vol. V dated 25.08.2011. Accordingly, he joined the Board as an Additional Director w. e. f. 10.10.2011 and designated as part-time non-official Director. In terms of Section 260 of the Companies Act, 1956, he holds office up to conclusion of 56th Annual General Meeting of the Company and is eligible for re-appointment. The Company has received necessary letter of consent from him under Section 264(1) of the Companies Act, 1956. A brief resume of Shri Uday N. Abhyankar is given in the Annexure to Notice.

None of the Directors, except Shri Uday N. Abhyankar is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri Udai N. Abhyankar, it would be in the interest of the Company to appoint him as a Director of the Company. The Board recommends the resolution for your approval.

ITEM NO. 9

APPOINTMENT OF SHRI S.C. TRIPATHI AS DIRECTOR

Shri S.C. Tripathi was appointed as Director by the President of India vide Order No. 14/13/97-FT (ST) - Vol. V dated 25.08.2011. Accordingly, he joined the Board as an Additional Director w. e. f. 14.10.2011 and designated as part-time non-official Director. In terms of Section 260 of the Companies Act, 1956, he holds office up to conclusion of 56th Annual General Meeting of the Company and is eligible for re-appointment. The Company has received necessary letter of consent from him under Section 264(1) of the Companies Act, 1956. A brief resume of Shri S.C. Tripathi is given in the Annexure to Notice.

None of the Directors, except Shri S.C. Tripathi is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri S.C. Tripathi, it would be in the interest of the Company to appoint him as a Director of the Company. The Board recommends the resolution for your approval.

ITEM NO. 10

APPOINTMENT OF SHRI S.C. SARAF AS DIRECTOR

Shri S.C. Saraf was appointed as Director by the President of India vide Order No. 14/13/97-FT(ST) - Vol. V dated 15.02.2012. Accordingly, he joined the Board as an Additional Director w. e. f. 28.03.2012 and designated as part-time non-official Director. In terms of Section 260 of the Companies Act, 1956, he holds office up to conclusion of 56th

Annual General Meeting of the Company and is eligible for reappointment. The Company has received necessary letter of consent from him under Section 264(1) of the Companies Act, 1956. A brief resume of Shri S.C. Saraf is given in the Annexure to Notice.

None of the Directors, except Shri S.C. Saraf is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri S.C. Saraf, it would be in the interest of the Company to appoint him as a Director of the Company. The Board recommends the resolution for your approval.

ITEM NO. 11

APPOINTMENT OF DR. (SMT.) B. KINNERA MURTHY AS DIRECTOR

Dr. (Smt.) B. Kinnera Murthy was re-appointed as Director by the President of India vide Order No. 14/13/97-FT (ST) - Vol. V (ii) dated 18.04.2012. Accordingly, she joined the Board as an Additional Director w. e. f. 10.05.2012 and designated as part-time non-official Director. In terms of Section 260 of the Companies Act, 1956, she holds office up to conclusion of 56th Annual General Meeting of the Company and is eligible for reappointment. The Company has received necessary letter of consent from her under Section 264(1) of the Companies Act, 1956. A brief resume of Dr. (Smt.) B. Kinnera Murthy is given in the Annexure to Notice.

None of the Directors, except Dr. (Smt.) B. Kinnera Murthy is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Dr. (Smt.) B. Kinnera Murthy, it would be in the interest of the Company to appoint her as a Director of the Company. The Board recommends the resolution for your approval.

ITEM NO. 12

APPOINTMENT OF SHRI JAYENDRA N. SHAH AS DIRECTOR

Shri Jayendra N. Shah was re-appointed as Director by the President of India vide Order No. 14/13/97-FT (ST) - Vol. V (ii) dated 18.04.2012. Accordingly, he joined the Board as an Additional Director w. e. f. 10.05.2012 and designated as part-time non-official Director. In terms of Section 260 of the Companies Act, 1956, he holds office up to conclusion of 56th Annual General Meeting of the Company and is eligible for reappointment. The Company has received necessary letter of consent from him under Section 264(1) of the Companies Act, 1956. A brief resume of Shri Jayendra N. Shah is given in the Annexure to Notice.

None of the Directors, except Shri Jayendra N. Shah is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri Jayendra N. Shah, it would be in the interest of the Company to appoint him as a Director of the Company. The Board recommends the resolution for your approval.

By order of the Board of Directors

Registered Office:
Jawahar Vyapar Bhawan,
Tolstoy Marg, New Delhi - 110001
Dated 13th August, 2012

sd/-
(R.K. Gogia)
Company Secretary