

MINUTES OF THE 58TH ANNUAL GENERAL MEETING OF THE STATE TRADING CORPORATION OF INDIA LIMITED HELD ON THURSDAY, THE 25TH SEPTEMBER, 2014 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT JAWAHAR VYAPAR BHAWAN, TOLSTOY MARG, NEW DELHI -110 001 AND THE RESULT OF E-VOTING HELD FROM 17TH SEPTEMBER, 2014 TO 19TH SEPTEMBER AND PHYSICAL POLL CONDUCTED ON 25TH SEPTEMBER, 2014

PRESENT

Shri Khaleel Rahim, CMD and shareholder - in the Chair
Shri Manoj Mishra, Director (Finance) and shareholder
Shri Rajiv Chopra, Director (Marketing) and shareholder
Shri S.K. Sharma, Director (Personnel) and shareholder
Dr. (Mrs.) B. Kinnera Murthy, Director and Chairperson Audit Committee
Shri Jayendra N. Shah, Director
Shri Uday N. Abhyankar, Director
Smt. Aditi Das Rout, Director (FT/ST), DoC and representing President of India – a Shareholder

Shri Rakesh Kumar Gogia, Company Secretary

Members Attendance:

Individual shareholders numbering 3,999 in person and 145 through proxies were present.

Chairman of the Meeting:

Shri Khaleel Rahim, Chairman and Managing Director took the Chair.

Quorum:

Upon confirmation by the Company Secretary that the quorum for the meeting was present, the Chairman called the meeting to order. Chairman extended a hearty welcome to the members at the Annual General Meeting of STC.

Notice convening the Meeting, Audited Accounts, and Directors' Report thereon:

With the permission of the Shareholders, the Notice of the meeting, Audited Accounts and Directors' Report thereon having already been circulated, were taken as read.



Chairman's Speech:

Chairman then briefed the shareholders about the global & domestic economic scenario and performance of the Company during 2013-14. He informed that during the year 2013-14, the Corporation achieved a turnover of Rs. 15,374 crore despite the challenges.

Chairman further informed that the Corporation achieved a trading profit of ₹ 183 crore and on overall basis reported a loss of ₹ 492 crore during the year. He further informed that the loss was due to provisions & write-offs (net of write-back) of ₹ 566 crore made for doubtful debts/advances as a matter of prudence as against provisions & write-offs (net of write-back and net of transfer from contingency reserves) of ₹ 60 crore made in the previous year

Sharing the philosophy of the company in relation to Corporate Governance, Chairman informed the Shareholders that the Company was committed to fully conform to laws, regulations, and guidelines and to promote ethical conduct throughout the organization with the primary objective of enhancing shareholders value.

Chairman also informed that the Corporation was hopeful of yet better performance in the coming year as it had taken a number of important initiatives such as export of steel plates and coils, agro pesticides and rails to Iran, started undertaking cardamom auctions at Bondinayakanur (Tamil Nadu) and exploring export of diesel and pharmaceuticals products to Sri Lanka etc.

Auditors' Report:

With the permission of the Shareholders, Statutory Auditors' Report and Comments of the Comptroller and Auditor General of India on the 2013-14 Annual Accounts of the Corporation made under Section 619(4) of the Companies Act, 1956, which had already been circulated were taken as read.

Invitation to the Members to speak:

Chairman then invited the Members to speak on the subjects related to the Company and seek clarifications, if any on the Audited Accounts and Directors' Report etc. of the Corporation for the year 2013-14. First speaker, Shri Yash Pal Chopra (Client ID 120592000000281) appreciated the Company for excellent arrangements made for the shareholders at the AGM venue and complimented the management for the Corporate Governance initiatives and achieving a turnover of Rs. 15,374 crore during 2013-14 despite challenges faced by the international trading companies.



Shri Permanand (IN300206/10489618), Smt. Sandhya Shahi (IN 300781/10078545) Shri Atma Ram Puri (IN300214/15405854), Smt. Kanta Kukreja (IN301782/10014168), Smt. Urmil Jain(IN300118/10401292) and Shri O.P. Jain (IN301774/11262470), Shri Gurbir Singh(IN301959/10016108) and Shri Murli Dhar Talreja (IN300118/10578802), Shri Gurucharan Jeet Singh (1201410000007062), K .G. Sahni (IN302566/10000634), Shri A.K. Gupta(IN300118/10445470), Shri Krishan Kumar Sahi (IN300118/10424174) and Shri Jasmeet Singh(IN302269/10987503) appreciated the management for the arrangements made by the Company for the Shareholders at the AGM venue.

Shri Sunil Kumar Sharma (Client ID 1201910101806440) spoke on the issue of non-declaration of dividend and complained about non-receipt of Annual Report and Registrars and Share Transfer agents, M/s MCS Limited.

The Chairman thereafter stated that issues raised by the shareholders shall be examined by the Company.

E-Voting Facility:

The Chairman then informed the Shareholders that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-Voting facility to the shareholders of the Company from 17th September, 2014(9.00 a.m.) to 19th September, 2014(9.00 p.m.) in respect of Ordinary and Special Business to be transacted at the Annual General Meeting. He further informed that Shri Parveen Rastogi, Proprietor Parveen Rastogi & Co., Company Secretaries (CoP 2883) was appointed as Scrutinizer for the said process. He then stated that the said scrutinizer had submitted his report of E-Voting to him.

Physical Ballot:

The Chairman then suggested to the Shareholders, physically present and who had not voted electronically, to cast their vote through physical ballot for all the five resolutions specified in the Notice dated 12th August, 2014. He declared that Shri Parveen Rastogi, Proprietor Parveen Rastogi & Co., Company Secretaries (CoP 2883) will act as the scrutinizer for the ballot process. The Chairman further informed that upon completion of voting by physical ballot, the Scrutinizer will count the votes and submit the result to the Chairman by adding the physical votes to the electronically casted votes in favour and against each resolution on or before 26.09.2014 i.e. within one working day from the conclusion of the Meeting.

Result of E-Voting and Physical Ballot:

The Chairman then informed to the Shareholders that the Combined Result of E-Voting and Polling would be declared by the Company to the Stock Exchanges within 2 working days from the conclusion of the Meeting. He also mentioned Combined Result of E-Voting and Polling would also be displayed by the Company on its website (www.stc.gov.in). He also informed that the Reports of the Scrutinizer on E-Voting and the Physical Ballot would be available for inspection at the Registered Office of the Company.

Conduct of Physical Ballot:

As advised by the Chairman, voting process was started by distributing the ballot papers to the shareholders/ proxies present in the Meeting hall after showing empty ballot boxes to the Members, locking and sealing empty ballot boxes in presence of the Shareholders and Proxy holders.

After ensuring that all shareholders had casted their votes, the Scrutinizer closed the voting at around 3.45 P.M. and took custody of the ballot boxes.

Vote of Thanks:

The Chairman requested Shri S.K. Sharma, Director (Personnel)) to propose a vote of thanks.

Shri S.K. Sharma thanked all the shareholders present and in particular the representative of the President of India, Smt. Aditi Das Rout, Director (FT/ST), DoC, Chairman Audit Committee, Dr. (Mrs.) B. Kinnera Murthy, and Directors, Shri J.N. Shah and Shri Uday N. Abhyankar for making it convenient to attend the 58th Annual General Meeting. He also placed on record the best efforts made by all the employees of the Company in achieving current level of performance.

The Chairman thereafter declared the meeting as concluded.

Result of Electronic Voting and Physical Ballot on the Ordinary and Special Business conducted at the 58th Annual General Meeting of the Company held on 25th September, 2014

On the basis of the Scrutinizer's Report for the Electronic Voting dated 23.09.2014, Physical Ballot held at the Annual General Meeting dated 26.09.2014 and Combined E-Voting and Physical Ballot dated 26.09.2014, the Chairman announced the result of the Voting on 26th September, 2014 that all the 5 Resolutions for the Ordinary Business and Special Business specified in



the Notice dated 12.08.2014 have been passed with requisite Majority as follows:

Item No.	Resolution	Votes cast in favour of the Resolution		Votes cast against the Resolution		Status
		No. of Votes	% of total votes cast in favour	No. of Votes	% of total votes cast against	
1	Ordinary	5,40,04,222	99.78	1,19,685	0.22	Passed as an Ordinary Resolution
2	Ordinary	5,40,04,091	99.78	1,19,816	0.22	Passed as an Ordinary Resolution
3	Ordinary	5,41,23,809	99.9999	98	.0001	Passed as an Ordinary Resolution
4	Ordinary	5,41,23,763	99.9998	144	.0002	Passed as an Ordinary Resolution
5	Ordinary	5,41,23,747	99.9998	160	.0002	Passed as an Ordinary Resolution

The Resolutions for the Ordinary and Special Business as set out from Item no. 1 to 5 in the Notice of the 58th Annual General Meeting, duly approved by the Shareholders with requisite majority, are recorded hereunder as part of the proceedings of the 58th Annual General Meeting of the company held on 25th September, 2014.

RESOLUTION NO. 1 (ORDINARY RESOLUTION)

ADOPTION OF DIRECTORS' REPORT AND AUDITED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014.

"RESOLVED THAT Directors' Report and Audited Accounts of the Corporation for the year 2013-14 together with Auditors' Report, Comments of the C&AG thereon and the Management's replies thereto be and are hereby adopted."

RESOLUTION NO.2 (ORDINARY RESOLUTION)

APPOINTMENT SHRI MADHUSUDAN PRASAD AS DIRECTOR

"RESOLVED THAT Shri Madhusudan Prasad (DIN 02665954), Part-time Official Director who retires by rotation at this meeting and being eligible and having offered himself for re-appointment, be and is hereby re-appointed as Part-time

Official Director on the terms and conditions approved by the President of India from time to time.

RESOLUTION NO.3 (ORDINARY RESOLUTION)

TO APPROVE THE REMUNERATION OF THE STATUTORY/ BRANCH AUDITORS TO BE APPOINTED BY C&AG OF INDIA UNDER SECTION 139 OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2014-15

"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 2014-15, as may be deemed fit by the Board."

SPECIAL BUSINESS

RESOLUTION NO.4 (ORDINARY RESOLUTION)

APPOINTMENT OF SHRI BHAGWATI PRASAD PANDEY AS PART-TIME OFFICIAL DIRECTOR

"RESOLVED THAT Shri Bhagwati Prasad Pandey (DIN 01393312), who, on appointment by the President of India, joined the Board as an Additional Director w. e. f. 15.07.2014, 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."

RESOLUTION NO. 5 (ORDINARY RESOLUTION)

APPOINTMENT OF SHRI SANJEEV KUMAR SHARMA AS DIRECTOR (PERSONNEL)

"RESOLVED THAT Shri Sanjeev Kumar Sharma (DIN 06942536), who, on appointment by the President of India, joined the Board as an Additional Director w. e. f. 16.07.2014, be and is hereby appointed as Director (Personnel) 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."

Place: New Delhi
Date: 17.10.2014


(Khaleel Rahim)
Chairman and Managing Director
DIN 02455606
