



THE STATE TRADING CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)

(CIN: L74899DL1956GOI002674)

Registered office: Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001

Tel. No.: 011-23313177 Fax: 011-23701123, 23701191

E-mail: co@stclimited.co.in Website: www.stclimited.co.in

NOTICE

Notice is hereby given that the 60th Annual General Meeting of The State Trading Corporation of India Limited will be held on Thursday, the 29th September, 2016 at 3:00 P.M. at the Registered Office of the Corporation at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001, to transact the following business:

Ordinary Businesses:

1. To receive, consider and adopt the Standalone & Consolidated Audited Financial Statement, containing Balance Sheet as at March 31, 2016, Profit & Loss Account and Cash Flow Statement of the Corporation, for the year ended March 31, 2016 together with the Report of the Board, Reports & Comments of the Auditors and Comptroller & Auditor General of India thereon and reply of the management thereto.
2. To appoint a Director in place of Shri Rajiv Chopra (holding DIN 06466326), who retires by rotation and being eligible, offers himself for re-appointment .
3. To appoint a Director in place of Shri Sanjeev Kumar Sharma (holding DIN 06942536) who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors of the Company to fix the remuneration of the Statutory / Branch Auditor(s) of the Company and to pass the following resolution, with or without modification(s), as an Ordinary Resolution :
"RESOLVED THAT in terms of the provisions of Section 139(5) read with Section 142(1) of the Companies Act, 2013 and rules made thereunder, 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 2016-17, as may be deemed fit by the Board."

Special Businesses:

5. To consider, and if thought fit approve the Appointment of Shri Prasanta Kumar Das (holding DIN: 03145622) as Director and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company; Shri Prasanta Kumar Das (holding DIN 03145622) who was appointed by the Government of India vide its Order dated February 18, 2016 and subsequently appointed as Additional Director (Director (Marketing)) by the Board of Directors with effect from February 19, 2016 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from the Director himself under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time.
6. To consider, and if thought fit approve the Appointment of Shri Sanjeev Kumar Gupta (holding DIN: 01127710) as Director and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions if any of the

Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company; Shri Sanjeev Kumar Gupta (holding DIN 01127710) who was appointed by the Government of India vide its Order dated April 25, 2016 and subsequently appointed as Additional Director (Director (Marketing)) by the Board of Directors with effect from April 27, 2016 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from the Director himself under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time.

7. To consider, and if thought fit approve the Appointment of Dr. Nanjiah Sundaradevan (holding DIN: 00223399) as an Independent Director and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company, Dr. Nanjiah Sundaradevan (holding DIN: 00223399) who was appointed as part time non-official Director (Independent Director) by the Government of India, vide its Order dated June 15, 2016 and subsequently appointed as Additional Director by the Board of Directors with effect from August 03, 2016 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time.”

8. To consider, and if thought fit approve the Appointment of Shri Sunil Harshadray Trivedi (holding DIN: 01670280) as an Independent Director and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company, Shri Sunil Harshadray Trivedi (holding DIN: 01670280) who was appointed as part time non-official Director (Independent Director) by the Government of India, vide its Order dated June 15, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from August 03, 2016 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time.”

9. To consider, and if thought fit approve the Appointment of Dr. Krishnamachari Rangarajan (holding DIN: 07579562) as an Independent Director and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company, Dr. Krishnamachari Rangarajan (holding DIN: 07579562) who was appointed as part time non-official Director (Independent Director) by the Government of India, vide its Order dated June 15, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from August 03, 2016 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time.”

10. To consider, and if thought fit approve the Appointment of Shri Arvind Gupta (holding DIN 00090360) as an Independent Director and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions if any of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Article 79 of Articles of Association of the Company, Shri Arvind Gupta (holding DIN 00090360) who was appointed as part time non-official Director (Independent Director) by the Government of India, vide its Order dated June 15, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from August 03, 2016 to hold office upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation on such terms, conditions and tenure as may be determined by the Government of India from time to time.”

By order of the Board of Directors

Registered Office:

Jawahar Vyapar Bhawan,
Tolstoy Marg, New Delhi - 110001
Dated: August 26, 2016

sd/-
(Ritu Arora)
Company Secretary
FCS 5270

NOTES:

1. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard -2 on General Meeting in respect of the Special Businesses, as set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/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 ANNUAL GENERAL MEETING I.E. BY 3:00 P.M.. ON 27th SEPTEMBER, 2016. BLANK PROXY FORM IS ENCLOSED.**
3. **PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE.**
4. Every member entitled to vote a meeting of the company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three day's notice in writing of the intension to inspect is given to the company.
5. Corporate Members intending to send their authorized representatives to the meeting are required to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. Brief resumes of the Directors seeking appointment/ re-appointment as mandated under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 are annexed hereto and form part of the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the rules thereunder.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 22nd September, 2016 to Thursday, the 29th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
8. The register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
9. The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Share Transfer Agents of the Company - MCS Share Transfer Agents Limited (F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020; Phone No: 41406149 ; Fax: 41709881; email ID: admin@mcsregistrars.com) who is also the depository interface of the Company with both NSDL and CDSL.

11. The Company has designated an exclusive e-mail ID, namely, cs@stclimited.co.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.
12. 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, MCS Share Transfer Agent Limited, in respect of physical shares, if any, quoting their folio number.
13. Under Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs.3,39,810/- and Rs.2,54,588/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend, 2007-08 & Interim Dividend, 2008-09 on 24.11.2015 and 16.04.2016, respectively, to the Investor Education and Protection Fund of the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007-08, as on the date of the 59th Annual General Meeting (AGM) held on 28th September, 2015, on the website of the IEPF viz. www.iepf.gov.in.

A separate reminder has also been sent to members having unclaimed dividends pertaining to Final Dividend, 2008-09 & Interim Dividend, 2009-10. The unpaid / unclaimed final dividend for the FY 2008-09 and interim dividend for FY 2009-10 which is due for transfer to IEPF, should be claimed by the members before 30.10.2016 and 25.03.2017 respectively after which no claim shall lie against the Fund/ Company in respect of the said amount.

14. Members, who have not encashed their 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. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrars and Share Transfer Agents.
16. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 are being sent in the permitted mode.
17. Electronic copy of the Notice of the 60th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 60th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may also note that the Notice of the 60th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.stclimited.co.in for downloading by them. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company Secretary's email id: cs@stclimited.co.in

19. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016, Secretarial Standard on General Meeting -2 and Regulation 44

of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 60th 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).

- II. The facility for voting through ballot paper or poll 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.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2016 (09:00 A.M.) and ends on 28th September, 2016 (05.00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting is as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants]:
 - (i) Open email and open PDF file viz; "STC India remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "REVEN" of The State Trading Corporation of India Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rastogifcs3@gmail.com or cs@stclimited.co.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided at the top portion of the Attendance Slip for the AGM:
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 22nd September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. 22nd September, 2016, may obtain the login ID and password by sending a request at voting@nsdl.co.in or cs@stclimited.co.in or RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- XI. 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.
- XII. Mr. Praveen Rastogi, Prop. M/s Praveen Rastogi & Co. Practicing Company Secretary, (Membership No. 2883) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, 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.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.stclimited.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and the National Stock Exchange of India Limited.
20. All documents referred to in this Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
21. 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.
22. In terms of Section 72 of the Companies Act, 2013, 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. SH-13 in their own interest. Blank forms can be had from the Registrar and Share Transfer Agent or from the office of the Company on request. Members holding shares in dematerialised form may contact their respective DPs for registration of nomination.
23. 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 for consolidation.
24. Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Auditors of a Government Company are appointed or re-appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is to be fixed by the Company in the Annual General Meeting. The members may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2016-17.
25. 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 the attendance slip/ proxy form should be signed as per the specimen signature registered with MCS Share Transfer Agents Limited, the Registrar & Transfer Agent (RTA) / Depository Participant (DP).
 - (iv) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
 - (v) 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.
 - (vi) not bring brief case, bags, eatables, cell phones etc. as they are prohibited inside the meeting hall for security reasons.
 - (vii) note that no gifts/coupons will be distributed at the meeting.
26. 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.
27. None of the Directors of the Company is any way related with each other or other Key Managerial Personnel of the Company.
28. Route map to the venue of the Annual General Meeting is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETRAIL STANDARD -2 ON GENERAL MEETINGS

ITEM NO.5

APPOINTMENT OF SHRI PRASANTA KUMAR DAS AS DIRECTOR

Shri Prasanta Kumar Das (holding DIN 03145622), was appointed as Director (Marketing) of the Company by the order of the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No.A-12022/16/2013-E.IV dated 18th February 2016 and was accordingly appointed as an Additional Director with effect from 19th February, 2016 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from the candidate himself signifying his intention to propose himself for the office of the Director (Marketing) of the Company. Shri Prasanta Kumar Das, if appointed shall be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Shri Prasanta Kumar Das or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval by the shareholders.

ITEM NO.6

APPOINTMENT OF SHRI SANJEEV KUMAR GUPTA AS DIRECTOR

Shri Sanjeev Kumar Gupta (holding DIN 01127710), was appointed as Director (Marketing) of the Company by the order of the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No.A-12022/16/2013-E.IV dated 25th April, 2016 and was accordingly appointed as an Additional Director with effect from 27th April, 2016 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from the candidate himself signifying his intention to propose himself for the office of the Director (Marketing) of the Company. Shri Sanjeev Kumar Gupta, if appointed shall be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Shri Sanjeev Kumar Gupta or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the shareholders.

ITEM NO.7

APPOINTMENT OF DR. NANJIAH SUNDRADEVAN AS AN INDEPENDENT DIRECTOR

Dr. Nanjiah Sundaradevan (holding DIN 00223399), was appointed as part-time non official Director (Independent Director) of the Company by the order of the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No. 14/13/97-FT(ST) dated 15th June, 2016 for a period of three years from the date of issue of this order, or until further orders, whichever is earlier. Accordingly, he was appointed as an Additional Director with effect from August 03, 2016 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from a member signifying his intention to propose Dr. Sundaradevan for the office as an Independent Director of the Company. Dr. Nanjiah Sundaradevan, if appointed, shall not be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Dr. Nanjiah Sundaradevan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Dr. Nanjiah Sundaradevan fulfills the conditions specified in the Companies Act, 2013, rules made there under and Secretarial Standard for his appointment as an independent Director of the Company and his appointment would bring immense experience to the Board.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Dr. Nanjiah Sundaradevan or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution as set out at item no. 7 for approval by the shareholders.

ITEM NO.8

APPOINTMENT OF SHRI SUNIL HARSHADARAY TRIVEDI AS AN INDEPENDENT DIRECTOR

Shri Sunil Harshadray Trivedi (holding DIN 01670280), was appointed as part-time non official Director (Independent Director) of the Company by the order of the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No. 14/13/97-FT(ST) dated 15th June, 2016 for a period of three years from the date of issue of this order, or until further orders, whichever is earlier. Accordingly, he was appointed as an Additional Director with effect from August 03, 2016 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from a member signifying his intention to propose Sh. Sunil Trivedi for the office as an Independent Director of the Company. Shri Sunil Harshadray Trivedi, if appointed, shall not be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Shri Sunil Harshadray Trivedi has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Shri Sunil Harshadray Trivedi fulfills the conditions specified in the Companies Act, 2013, rules made there under and Secretarial Standard for his appointment as an independent Director of the Company and his appointment would bring immense experience to the Board.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Shri Sunil Harshadray Trivedi or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution as set out at item no. 8 for approval by the shareholders.

ITEM NO.9

APPOINTMENT OF DR. KRISHNAMACHARI RANGARAJAN AS AN INDEPENDENT DIRECTOR

Dr. Krishnamachari Rangarajan (holding DIN 07579562), was appointed as part-time non official Director (Independent Director) of the Company by the order of the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No. 14/13/97-FT(ST) dated 15th June, 2016 for a period of three years from the date of issue of this order, or until further orders, whichever is earlier. Accordingly, he was appointed as an Additional Director with effect from August 03, 2016 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing from a member signifying his intention to propose Dr. Rangarajan for the office as an Independent Director of the Company. Dr. Krishnamachari Rangarajan, if appointed, shall not be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Dr. Krishnamachari Rangarajan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Dr. Krishnamachari Rangarajan fulfills the conditions specified in the Companies Act, 2013, rules made there under and Secretarial Standard for his appointment as an independent Director of the Company and his appointment would bring immense experience to the Board.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Dr. Krishnamachari Rangarajan or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution as set out at item no. 9 for approval by the shareholders.

ITEM NO.11

APPOINTMENT OF SHRI ARVIND GUPTA AS AN INDEPENDENT DIRECTOR

Shri Arvind Gupta (holding DIN 00090360), was appointed as part-time non official Director (Independent Director) of the Company by the order of the Government of India through Ministry of Commerce & Industry, Department of Commerce, vide its Order No. 14/13/97-FT(ST) dated 15th June, 2016 for a period of three years from the date of issue of this order, or until further orders, whichever is earlier. Accordingly, he was appointed as an Additional Director with effect from August 03, 2016 to hold office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, the Company has received a notice in writing a member signifying his intention to propose Sh. Arvind Gupta for the office as an Independent Director of the Company. Shri Arvind Gupta, if appointed, shall not be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Shri Arvind Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Shri Arvind Gupta fulfills the conditions specified in the Companies Act, 2013, rules made there under and Secretarial Standard for his appointment as an independent Director of the Company and his appointment would bring immense experience to the Board.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 describing his brief resume, inter-alia giving nature of expertise, shareholding in the Company, other Directorship, Membership / Chairmanship of the Committees and other particulars are provided in the Annexure which forms part of this notice.

The Directors other than Shri Arvind Gupta or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution as set out at item no. 10 for approval by the shareholders.

By order of the Board of Directors

Registered Office:

Jawahar Vyapar Bhawan,
Tolstoy Marg, New Delhi - 110001
Dated: August 26, 2016

sd/-
(Ritu Arora)
Company Secretary
FCS 5270

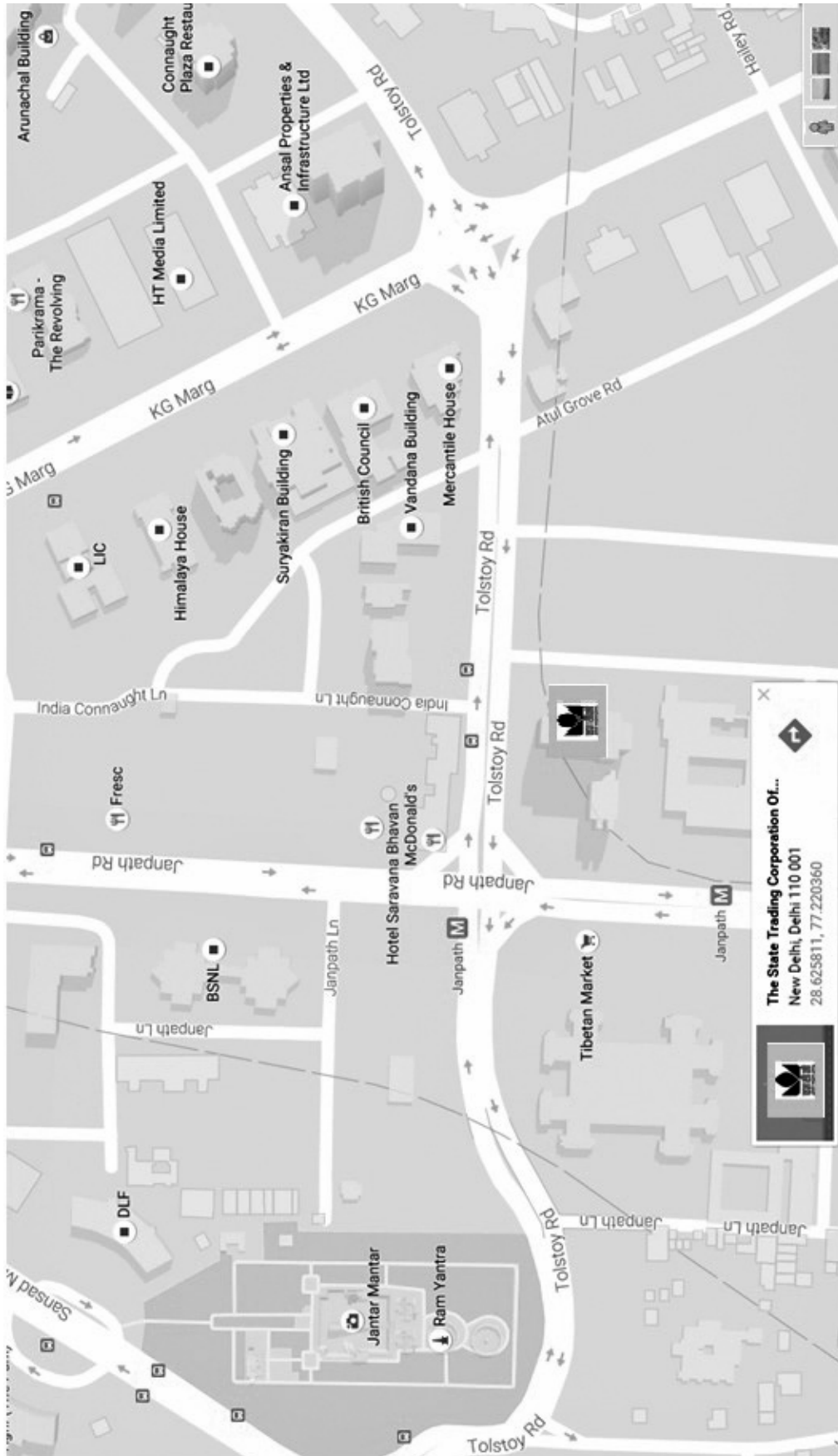
DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name	Shri Rajiv Chopra	Shri Sanjeev Kumar Sharma	Shri Prasanta Kumar Das	Shri Sanjeev Kumar Gupta	Dr. Nanjiah Sundaradevan	Shri Sunil Harshadaray Trivedi	Dr. Krishnamachari Rangarajan	Shri Arvind Gupta
DIN	06466326	06942536	03145622	01127710	00223399	01670280	07579562	00090360
Date of Birth & Age	10.07.1960 56 years	09.01.1962 54 years	17.03.1959 57 years	01.06.1963 53 years	02.09.1952 64 years	20.04.1960 56 years	03.04.1963 53 years	24.03.1970 46 years
Date of Appointment	01.01.2013	16.07.2014	19.02.2016	27.04.2016	03.08.2016	03.08.2016	03.08.2016	03.08.2016
Qualification	B.Sc. Engineering (Electrical), MBA (Marketing)	MA (Social Work), LL.B.	B.A., PGDM (IIM, Kolkata)	B.E. (Civil)	Ph. D. Applied Demography. Master in Chemistry	B. Sc. PGM	M.Com (Mgt.), Ph.D., AIMM (Australia)	B.Tech, M.S.(Computer Science), MBA
Expertise in specific Functional area	Shri Rajiv Chopra has more than 31 years of experience in various capacities in fields of engineering, project management & International trade with the leading organizations such as NHPC, Power Grid and MMTC. While working with NHPC and Power Grid, Shri Chopra was instrumental in Planning, Design and implementation of various extra high voltage projects associated with interconnected high voltage transmission systems as well as consultancy assignments for various utilities.	Shri Sanjeev Kumar Sharma, has more than 26 years experience in various capacities in the field of Human resources Management. Prior to joining the STC, Shri Sharma has served in Tehri Hydro Development Corporation Limited for about 22 years. In STC, Shri Sharma has served as Chief General Manager (Personnel)	He has more than 34 years of experience in MMTC Limited where he has successfully handled several trade areas such as Export/ Import of Minerals, Agro Commodities, Bullion, Gems & Jewellery as well as overall administrative responsibilities at various levels in the Corporate Office as well as Regional Offices of MMTC	He has more than 29 years of experience in the field of Procurement of Technical consultants, Financial consultants and contractors/ Developers for large infrastructure projects on EPC/PPP mode. He also served in the areas of Contract management, Project management from concept to completion.	He served as an Additional Chief Secretary to Government of Tamilnadu. He also served as Chairman of Tamilnadu Petroproducts Ltd. He is having experience in the Departments of industries, revenue, health, forest. He also acted as a Secretary to CM. He was Director in several companies like Titan Industries Limited, Tamil Nadu Newsprint and Papers Limited and Neyveli Lignite Corporation limited, etc.	Having 25 years of professional experience in areas of education, sports, Ayurveda, mushrooms, bee keeping and organic farming.	Serving for more than 25 years in teaching, consulting, research and academic administration which includes four years of industry experience at middle level with MNC, three years in overseas university. He is having expertise in restructuring of Organization, Trade Promotional Organization and Strategic Planning.	Having 22 year of industry experience in diverse sectors such as Consumer Internet and Digital Media, Technology Strategy, Big Data & Analytics, Enterprise Applications, Process Re-engineering, IT Policy and E-governance.

Name	Shri Rajiv Chopra	Shri Sanjeev Kumar Sharma	Shri Prasanta Kumar Das	Shri Sanjeev Kumar Gupta	Dr. Nanjiah Sundaradevan	Shri Sunil Harshadaray Trivedi	Dr. Krishnamachari Rangarajan	Shri Arvind Gupta
	In MMTC, he handled various international trade transactions, Development of Gomia Coal block, marketing of various products of NINL Steel Plant and successful supply of 12.5 Million MT imported thermal coal to NTPC power stations in a period of 11 months (2010-11).							
Directorship held in other companies	Nil	Nil	NIL	Nil	1. Ascendas IT Park (Chennai) Limited 2. Information Technology Park Limited	Nil	Nil	Two
Membership / Chairmanship of Committees in other companies	Nil	Nil	NIL	Nil	<u>Audit Committee (Member)</u> 1. Ascendas IT Park (Chennai) Limited 2. Information Technology Park Limited	Nil	Nil	Nil
No. of Shares held in the Company	2*	2*	2*	Nil	Nil	Nil	Nil	Nil
Terms & Conditions of appointment / re-appointment	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India	As per order of Government of India
Details of remuneration	In the pay scale of Rs.75,000-1,00,000	In the pay scale of Rs.75,000-1,00,000	In the pay scale of Rs.75,000-1,00,000	In the pay scale of Rs.75,000-1,00,000	Nil	Nil	Nil	Nil
Attendance	No. of Board Meetings held during FY : 6 No. of Meetings Attended : 6	No. of Meeting held during FY : 6 No. of Meetings Attended: 6	No. of Meeting held during tenure: Nil No. of Meetings Attended : Nil	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

*The shares are held in their official capacity and have no beneficial interest in it, the beneficial interest lies with the President of India.

ROUTE MAP TO THE VENUE OF THE 60TH ANNUAL GENERAL MEETING OF THE STATE TRADING CORPORATION OF INDIA LIMITED



THE STATE TRADING CORPORATION OF INDIA LIMITED

CIN : L74899DL1956GOI002674

Registered Office : Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001

Tel. : 91 11 23313177, Fax : +91 11 23701123/23701191

e-Mail : cs@stclimited.co.in, Website : www.stclimited.co.in

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ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARE(S)

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9.00 a.m. (IST) on September 25, 2016
End of e-voting	Upto 05.00 p.m. (IST) on September 28, 2016

- The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd September, 2016.
- Please refer to the attached AGM Notice for instructions on E-Voting.

----- TEAR HERE -----

THE STATE TRADING CORPORATION OF INDIA LIMITED

CIN : L74899DL1956GOI002674

Registered Office : Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001

Tel. : 91 11 23313177, Fax : +91 11 23701123/23701191

e-Mail : cs@stclimited.co.in, Website : www.stclimited.co.in

ATTENDANCE SLIP

60th Annual General Meeting : Thursday, 29th September, 2016 at 03:00 p.m.

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I certify that I am a Member/ Proxy for the meeting of the Company.

I hereby record my presence at the 60th Annual General Meeting of The State Trading Corporation of India Limited on Thursday, September 29, 2016 at 3.00 P.M. at Registered Office of the Corporation at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110 001.

Notes:

Signature of Member/Proxy

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

THE STATE TRADING CORPORATION OF INDIA LIMITED

CIN : L74899DL1956GOI002674

Registered Office : Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001

Tel. : 91 11 23313177, Fax : +91 11 23701123/23701191

e-Mail : cs@stclimited.co.in, Website : www.stclimited.co.in

60th Annual General Meeting**Form No. MGT-11 PROXY FORM***[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Folio / DP ID-Client ID No. :

Name of the Member(s) & Address :

I/We, being the member(s) of shares of the above named Company, hereby appoint

(1) Name :
Address:
E-mail id: Signature _____, or failing him;(2) Name :
Address:
E-mail id: Signature _____, or failing him;(3) Name :
Address:
E-mail id: Signature _____as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 60th Annual General Meeting of The State Trading Corporation of India Limited to be held on the 29th day of September, 2016 at 3.00 p.m. at Registered Office of the Corporation at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
Ordinary Business			
1.	Adoption of Standalone & Consolidated Audited Financial Statement of the Company for the year ended March 31, 2016 together with the Report of the Board, Auditors and Comptroller & Auditor General of India thereon and reply of the management thereto		
2.	Re-appointment of Shri Rajiv Chopra, who retires by rotation.		
3.	Re-appointment of Shri Sanjeev Kumar Sharma who retires by rotation.		
4.	Fixation of remuneration of the Statutory / Branch Auditor(s) of the Company for FY 2016-17.		
Special Business			
5.	Appointment of Shri Prasanta Kumar Das as Director		
6.	Appointment of Shri Sanjeev Kumar Gupta as Director		
7.	Appointment of Dr. N. Sundaradevan as an Independent Director		
8.	Appointment of Shri Sunil Trivedi as an Independent Director		
9.	Appointment of Dr. K Rangarajan as an Independent Director		
10	Appointment of Shri Arvind Gupta as an Independent Director		

Signed this----- day of----- 2016

Signature of Shareholder-----

Signature of Proxy holder(s) -----

Affix
revenue
stamp of
Re.1/-**Note : 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.**