



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@stc.gov.in Website: www.stc.gov.in

NOTICE OF 58TH ANNUAL GENERAL MEETING

Notice is hereby given that the 58th Annual General Meeting of The State Trading Corporation of India Limited will be held on Thursday, the 25th September, 2014 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 BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, and Statement of Profit & Loss for the year ended 31st March, 2014, 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 appoint a Director in place of Shri Madhusudan Prasad, who retires by rotation and being eligible, has offered himself for re-appointment.
3. 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 142 of the Companies Act, 2013 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 2014-15, as may be deemed fit by the Board.”

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT Shri Bhagwati Prasad Pandey, 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.”
5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Sanjeev Kumar Sharma, 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.”

By order of the Board of Directors

Registered Office:

Jawahar Vyapar Bhawan
Tolstoy Marg, New Delhi - 110001
Dated : 12.08.2014

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 I.E. BY 3.00 P.M. ON 23RD SEPTEMBER, 2014.
2. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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 20th September, 2014 to Thursday, the 25th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
5. 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.
6. The Company has designated an exclusive e-mail ID, namely, 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.
7. 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 physical shares, if any, quoting their folio number.
8. Under Section 205A 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.73,661/- and Rs.34,504/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend, 2005-06 & Interim Dividend, 2006-07 on 18th November, 2013 and 21st April, 2014, 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 2006, as on the date of the 57th Annual General Meeting (AGM) held on 25th September, 2013, on the website of the IEPF viz. www.iepf.gov.in.

A separate reminder was also sent to those members having unclaimed dividends pertaining to Final Dividend, 2005-06 & Interim Dividend, 2006-07. Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.

9. 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/ Registrars and Share Transfer Agents, M/s MCS Limited.
10. Pursuant to Section 124 of the Companies Act, 2013, 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. 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.
11. Electronic copy of the Annual Report for 2013-14 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 2013-14 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 58th 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 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 Notice of the 58th 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.
13. Members may also note that the Notice of the 58th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.stc.gov.in for their download. 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@stc.gov.in

14. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 58th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "STC e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for 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 e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of The State Trading Corporation of India Limited.
- (viii) Now you are ready for 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 with a copy marked to cs@stc.gov.in and 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 Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholder available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on 17th September, 2014 (9:00 am) and ends on 19th September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd August, 2014.
- VII. Shri Parveen Rastogi (Membership No. 2883) and Proprietor M/s. Parveen Rastogi & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.stc.gov.in and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the NSE and BSE Limited.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
16. 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.

17. 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.
18. 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 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.
19. 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.
20. 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.
21. 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 102 OF THE COMPANIES ACT,2013.

ITEM NO. 4

APPOINTMENT OF SHRI BHAGWATI PRASAD PANDEY AS DIRECTOR

Shri Bhagwati Prasad Pandey, 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 16.06.2014. Accordingly, he joined the Board of as an Additional Director w. e. f. 15.07.2014 and designated as Part-time official Director/Government Director. In terms of Section 161 of the Companies Act, 2013, he holds office upto conclusion of 58th Annual General Meeting of the Company and eligible for re-appointment. The Company has received necessary letter of consent from him under section

152(5) of the Companies Act, 2013. A brief resume of Shri Bhagwati Prasad Pandey is given in the Annexure to Notice.

The Directors other than Shri Bhagwati Prasad Pandey 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 of Directors considers that in view of the background and experience of Shri Bhagwati Prasad Pandey, 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. 5

APPOINTMENT OF SHRI SANJEEV KUMAR SHARMA AS DIRECTOR (PERSONNEL)

Shri Sanjeev Kumar Sharma was appointed as Director (Personnel) by the Competent Authority vide Order No.A-12022/11/2013-E.IV dated 16.07.2014. He joined the Board as an Additional Director w.e.f. 16.07.2014. In terms of Section 161 of the Companies Act,1956, he holds office up to conclusion of 58th Annual General Meeting of the Company and is eligible for re-appointment. The Company has received necessary letter of consent from him under section 152(5) of the Companies Act,2013. A brief resume of Shri Sanjeev Kumar Sharma is given in the Annexure to the Notice.

The Directors other than Shri Sanjeev Kumar Sharma 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 of Directors considers that in view of the background and experience of Shri Sanjeev Kumar Sharma, it would be in the interest of the Company to appoint him as Director (Personnel) 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 : 12.08.2014

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

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

(in pursuance of Clause 49 of the Listing Agreement)

Name	Shri Madhusudan Prasad	Shri Bhagwati Prasad Pandey	Shri Sanjeev Kumar Sharma
Date of Birth & Age	22.03.1956 58 years	06.03.1957 57 Years	09.01.1962 52 Years
Date of Appointment	12.01.2012	16.06.2014	16.07.2014
Qualification	BA (Economics) and MA (Economics)	Graduate in Zoology, Botany and Chemistry Post Graduate in Botany	MA (Social Work), LLB
Expertise in specific functional area	Shri Madhusudan Prasad, IAS is presently holding the position of Additional Secretary, Department of Commerce, Ministry of Commerce and Industry. He has 33 years' experience of working at various levels in the State of Haryana and the Government of India. He has worked in Land Revenue Management and District Administration, Rural Development, Human Resource Development, Higher Education, Urban Development, Energy, Power, Environment and Forests, Personnel & General Administration and New Renewable Energy departments in the state of Haryana. He has also worked in Finance and Budget under Department of Economic Affairs, Government of India	Shri Bhagwati Prasad Pandey, IAS is presently holding the position of Additional Secretary and Financial Adviser, Department of Commerce and Industry. He has 31 years' experience of working in various senior positions in the Government of Uttar Pradesh and Government of Uttarakhand as well as in Government of India such as Distt. Magistrate, MD of State PSUs, Secretary in the States mainly in Department of Power, Department of Forest and Environment, Department of Agriculture, Department of Water Shed and Water Management etc. He has worked as Joint Secretary in Department of Chemicals and CVO in Power Sector. Went back to Uttarakhand Government and worked as Additional Chief Secretary	Shri Sanjeev Kumar Sharma has a more than 26 years' experience in various capacities in the field of Human resource Management. Prior to joining the STC, Shri Sharma has served in Tehri Hydel Development Corporation Limited for about 22 years. In STC, Shri Sharma has served as Chief General Manager (Personnel).
Directorship held in other companies	MMTC Limited	MMTC Limited NTC Limited India Trade Promotion Organization	Nil
Memberships/ Chairmanships of Committees in other companies	Member - Remuneration Committee , MMTC	-	-
No. of Shares held	2	-	-

THE STATE TRADING CORPORATION OF INDIA LIMITED

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CIN : L74899DL1956GOI002674, Website : www.stc.gov.in

58th Annual General Meeting ATTENDANCE SLIP

DATE **VENUE** **TIME**
Thursday, 25th September, 2014 Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001 3.00 P.M.

Name and Address of the Member

--

I certify that I am a Member/ Proxy for the Member holding.....shares.
Please (✓) in the box

Member	Proxy

Name of the Proxy (in BLOCK LETTERS)

Signature of Member/Proxy Attending

Notes :

- (i) Member/ Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited before entry to the Main Auditorium.
- (ii) Duplicate Attendance Slip will not be issued at the venue



ELECTRONIC VOTING PARTICULARS

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 58th Annual General Meeting, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 . Please read Note no. 14 to the Notice dated 12th August, 2014 convening the AGM for the procedure with respect to e-voting.

Your e-voting user ID and password are provided below:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

THE STATE TRADING CORPORATION OF INDIA LIMITED

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58th Annual General Meeting

PROXY FORM

1. Name(s) of the Member(s) Including Joint holders, if any :
2. Registered Address of the Sole/ first named Member:
3. E-Mail Id:
4 DPID No./Client ID No./ Registered Folio No. :

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 58th Annual General Meeting of the State Trading Corporation of India Limited to be held on the 25th day of September, 2014 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 Audited Financial Statements of the Company for the year ended March 31, 2014, the Reports of the Board of Directors, Statutory Auditors and Comments of Comptroller and Auditor General of India		
2.	Re-appointment of Shri Madhusudan Prasad, who retires by rotation.		
3.	Fixation of Remuneration of the Statutory Auditors for the year 2014-15		
Special Business			
4.	Appointment of Shri Bhagwati Prasad Pandey as Part-time Official Director (Government Nominee Director).		
5.	Appointment of Shri S.K. Sharma as Director (Personnel).		

Signed this----- day of----- 2014

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 Annual General Meeting i.e. by 3.00 p.m. on 23rd September, 2014.