

प्रभाग
DIVISION

दि स्टेट ट्रेडिंग कॉर्पोरेशन ऑफ इण्डिया लिमिटेड
(भारत सरकार का उद्यम)
THE STATE TRADING CORPORATION OF INDIA LTD.
(A Govt. of India Enterprise)

Declaration of the Results of the Postal Ballot held during July-August 2014

Pursuant to the provisions of Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014, a Notice dated 30th June, 2014 was circulated to all the shareholders seeking their consent to following Special Resolution(s) through postal ballot:

Item no. 1: Power to borrow up to an overall limit of Rs.2,500 crore

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of earlier resolution passed by the Company in its 47th Annual General Meeting of the Company held on September 19, 2003, pursuant to Section 180(1) (c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”) to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed aggregate of the paid up capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum of Rs.2,500 crore (Rupees Two Thousand Five Hundred Crore Only).”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

पंजीकृत कार्यालय : जवाहर व्यापार भवन, टालस्टॉय मार्ग, नई दिल्ली-110001 / Regd. Office : Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001
कॉर्पोरेट पहचान संख्या/Corporate Identity No. : L74899DL1956GOI002674
दूरभाष/Telephone : 011-23313177 फैक्स/Fax : 011-23701123, 23701191 ई-मेल/E-mail : co@stc.gov.in वेबसाइट/Website : www.stc.gov.in

“हिन्दी में प्राप्त पत्रों का स्वागत है”

Item No. 2: Creation of mortgage and / or charge on all or any of the movable and / or immovable properties of the Company.

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of earlier resolution passed by the Company in its 47th Annual General Meeting held on September 11th 2014 pursuant to Section 180 (1) (a) and other applicable provisions, if the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or amendment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, the authority to create charge, hypothecation, mortgage on movable and/ or immovable properties of the company wherever situated both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any financial institutions, hire purchase/lease companies, bodies corporate or any other persons on such terms and conditions as the Board may determine for the benefit of the Company and as agreed between the Board and lender(s) towards security for borrowing of funds from time to time for the purpose of business of the Company or otherwise and to comply with all other statutory and procedural formalities in this regard."

"RESOLVED FURTHER THAT the security to be created in the manner aforesaid in favour of any banks, financial institutions, hire purchase companies, bodies corporate or any other persons to secure the said borrowings shall be by way of first charge, ranking pari passu with respects with similar charges, if any, already created/to be created on said assets to secure the existing borrowings."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee duly constituted by the Board of Directors) be and is authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution."

The Company had appointed Shri Parveen Rastogi, Proprietor M/s Parveen Rastogi & Co, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The dispatch of Notice of postal ballot form along with postage prepaid business reply envelope to shareholders of the State Trading Corporation of India Limited whose name(s) appeared in the Register of Members as on Friday, 11th July, 2014 (total 13,741 shareholders) was completed on 18th July, 2014 through Registered Post. Notices to shareholders i.e. 14,843 were sent through email as registered.

Shri Parveen Rastogi, Scrutinizer has submitted his report dated 26th August, 2014 wherein it has been informed that on reckoning of the voting rights of the shareholders on the basis of the shares registered in their names, it has been found that shareholders have consented to the above Special Resolution(s). In his report Shri Parveen Rastogi has submitted the status of postal ballot results as under:

Special Resolution No. 1: Power to borrow up to an overall limit of Rs.2,500 crore

PROMOTER/ PUBLIC	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTAND ING SHARES (3)={(2)/(1)* 100}	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAIN ST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
PROMOTER AND PROMOTER GROUP	5,40,00,000	5,39,99,992	99.99%	5,39,99,992	0	100.00	0
PUBLIC INSTITUTIONAL HOLDERS	11,49,320	0	0	0	0	0	0
PUBLIC/ OTHERS	48,50,680	=1,71,106	3.52%	1,69,402	1,704	99.00%	0.996%
Total	6,00,00,000	5,41,71,098	90.28%	5,41,69,394	1,704	99.99%	0.003%

Excludes Invalid Votes represented by 2563

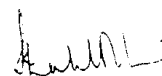
Special Resolution No.2: Creation of mortgage and / or charge on all or any of the movable and / or immovable properties of the Company.

PROMOTER/ PUBLIC	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES (3) ={(2)/(1)*100}	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAIN ST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
PROMOTER AND PROMOTER GROUP	5,40,00,000	5,39,99,992	99.99%	5,39,99,992	0	100	0
PUBLIC INSTITUTIONAL HOLDERS	11,49,320	0	0	0	0	0	0
PUBLIC/ OTHERS	48,50,680	= 1,69,515	3.49%	1,68,076	1,439	99.15%	0.85%
Total	6,00,00,000	5,41,69,507	90.28%	5,41,68,068	1,439	99.99%	0.003%

Excludes Invalid Votes represented by 2563 Shares

In the light of the said Report of the Scrutinizer as detailed hereinabove, I, Khaleel Rahim, Chairman and Managing Director, the State Trading Corporation of India Limited declare that the Resolution(s) proposed in the said Postal Ballot Notice dated 30th June, 2014 are carried out as Special Resolutions. The above results of the postal ballot be notified on the website of the Company on 27.08.2014 and be published in the newspapers.

By Order of the Board of Directors



(Khaleel Rahim)
Chairman and Managing Director

Place: New Delhi
Date: 27th August, 2014



Parveen Rastogi & Co.
Company Secretaries

SCRUTINIZER'S REPORT

**The Chairman,
The State Trading Corporation of India Limited
Jawahar Vyapar Bhawan, Tolstoy Marg,
New Delhi-110001**

Sub: Result of the postal ballot

Dear Sir,

The Company has appointed me as a Scrutinizer for conducting the Postal Ballot voting process in pursuance to provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I hereby submit my Report as under:

1. As per the information furnished by the State Trading Corporation Of India Limited, Delhi, the dispatch of Notice of postal ballot and postal ballot form along with postage prepaid business reply envelope to shareholders of the State Trading Corporation of India Limited whose name(s) appeared on the Register of Members as on Friday, 11th July, 2014, (total 13741 shareholders) was completed on 18th July, 2014 through registered post. Notices to the remaining shareholders i.e. 14843 were sent through E-Mail as registered.
2. The physical postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
3. The particulars of all postal ballot forms received from the Members as well as details of e-voting as recorded through on-line platform

Head Off.: Flat No. 3, Sood Building, Teil Mill Marg, Ram Nagar, Paharganj, New Delhi-110055
Branch Off.: Shop No. 6, IInd Floor, Satyam Plaza, Chetak Complex, Dilshad Garden, Delhi-110093
Residence : 109-C, Pocket F, MIG Flats, GTB Enclave, Dilshad Garden, Delhi - 110093

provided by National Securities Depository Limited (NSDL) have been entered in a computerized register separately maintained for the purpose.

4. The postal ballot forms were duly opened after business hours on 21st August, 2014 in my presence with due identification marks placed by me and the electronic votes were duly examined. The postal ballot papers were diligently scrutinized and the details of shareholders with signature were verified and acknowledged through M/s MCS Limited, Registrar & Share Transfer Agent of the Company.
5. The postal ballot papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
6. All postal ballot forms received up to close of working hours on 21st August, 2014 at 1730 hours the last date and time fixed by the Company for receipt of the postal ballot forms, were considered for our scrutiny.
7. There were 7 envelopes containing postal ballot forms received after the business hours on 21st August, 2014.
8. To our information, 758 Postal Ballot papers sent by registered post were returned undelivered and they are separately kept.
9. To our information, 396 mails sent electronically were bounced, and subsequently, the Company has sent the physical copy of Notice and Postal ballot by registered post to 396 shareholders.
10. We did not find any defaced or mutilated postal ballot papers.
11. No duplicate ballot forms were issued by the Company.
12. In terms of Clause 6 of procedure and Instructions for E-Voting given alongwith notice, physical ballot considered valid in case the shareholder opted to vote through both mode physical as well as electronically.



13. The result of the Postal ballot is as under:

ITEM NO.1

Special Resolution related power to borrow up to an overall limit of Rs 2,500 Crores pursuant to the provisions of Section 180(1) (c) of the Companies Act 2013, read with relevant rules.

Type of Resolution : Special Resolution

Mode of Voting : Postal Ballot Papers & E-Voting

PROMOTER/ PUBLIC	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTAND ING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAIN ST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
	(1)	(2)	(3)={(2)/(1)* 100}	(4)	(5)	(6)	(7)
PROMOTER AND PROMOTER GROUP	5,40,00,000	5,39,99,992	99.99%	5,39,99,992	0	100.00	0
PUBLIC INSTITUTIONAL HOLDERS	11,49,320	0	0	0	0	0	0
PUBLIC/ OTHERS	48,50,680	1,71,106	3.52%	1,69,402	1,704	99.00%	0.996%
Total	6,00,00,000	5,41,71,098	90.28%	5,41,69,394	1,704	99.99%	0.003%

Excludes Invalid Votes represented by 2563 Shares

ITEM No. 2

Special Resolution related to creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company pursuant to Section 180(1)(a) of Companies Act, 2013

1. Type of Resolution : Special Resolution
2. Mode of Voting : Postal Ballot Papers & E-Voting



PROMOTER/ PUBLIC	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAIN ST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
	(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6)	(7)
PROMOTER AND PROMOTER GROUP	5,40,00,000	5,39,99,992	99.99%	5,39,99,992	0	100	0
PUBLIC INSTITUTIONA L HOLDERS	11,49,320	0	0	0	0	0	0
PUBLIC/ OTHERS	48,50,680	1,69,515	3.49%	1,68,076	1,439	99.15%	0.85%
Total	6,00,00,000	5,41,69,507	90.28%	5,41,68,068	1,439	99.99%	0.003%

Excludes Invalid Votes represented by 2563 Shares

14. I would like to inform you that all the above special resolutions at Item No. 1 and Item No. 2 of the Notice dated 30th June, 2014 have been passed with requisite majority.

You may declare the results accordingly.

15. The postal ballot papers and all other relevant records have been sealed and are being handed over to Mr. Rakesh Kumar Gogia, Company Secretary authorized by Board for safe custody.

Thanking You,
Yours faithfully,

26th August, 2014, New Delhi

For Parveen Rastogi

Parveen Rastogi
(FCS 4764; COP 2883)
Scrutinizer

