

**MINUTES OF THE DECLARATION OF RESULT OF THE POSTAL BALLOT (INCLUDING VOTING BY ELECTRONIC MEANS) HELD ON 27<sup>TH</sup> AUGUST, 2014 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE STATE TRADING CORPORATION OF INDIA LIMITED, JAWAHAR VYAPAR BHAWAN, TOLSTOY MARG, NEW DELHI-110 001.**

**PRESENT:**

- 1. Shri Khaleel Rahim, Chairman and Managing Director**
- 2. Shri Manoj Mishra, Director (Finance)**
- 3. Shri Rajiv Chopra, Director (Marketing)**
- 4. Shri S.K. Sharma, Director (Personnel)**
- 5. Shri R.K. Gogia, Company Secretary**

**Background**

Pursuant to provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder, the Postal Ballot Notice dated 30<sup>th</sup> June, 2014 was sent to all the Members of the Company, either in physical or electronic form, for seeking their approval by passing proposed Special Resolutions through Postal Ballot. The dispatch of the aforesaid Notice to the Members of the Company was completed on 18<sup>th</sup> July, 2014 and an advertisement in this regard was published in the newspapers, both in English and Hindi on 21<sup>st</sup> July, 2014. The voting period commenced on 22<sup>nd</sup> July, 2014 (1000Hours) and ended on 21<sup>st</sup> August, 2014 (1730 Hours).

The Company had appointed Shri Parveen Rastogi, M/s Parveen Rastogi & Co, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and self addressed business reply envelopes were sent for casting of votes by the Members. E-Voting facility was also provided to the Members of the Company. The Members were requested to return the physical postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than close of working hours up to 21<sup>st</sup> August, 2014. In case of Electronic voting, Members were requested to cast their votes electronically up to 17.30 hours, Thursday, 21<sup>st</sup> August, 2014.

After due scrutiny of all the postal ballot forms received electronically and physical up to the close working hours on 21<sup>st</sup> August, 2014 (being last date fixed for return of the Postal Ballot Electronically and Physical forms duly filled in by Members), Shri Parveen Rastogi, Practicing Company Secretary submitted his report dated 26<sup>th</sup> August, 2014.

A brief summary of which is presented below:-

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.

**385 total no. of Ballot received (excluding invalid Ballots).**

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)={(2)/(1)*100}	(4)	(5)	(6)	(7)
PROMOTER AND PROMOTER GROUP	54000000	53999992	99.99	53999992	0	100	0
PUBLIC INSTITUTIONAL HOLDERS	1149320	0	0	0	0	0	0
PUBLIC/ OTHERS	4850680	171106	3.52	169402	1704	99	0.9%6
Total	60000000	54171098	90.28	54169394	1704	99.99	0.003

# Excludes Invalid Votes represented by 2563 Shares

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

**370 total no. of Ballot received (excluding invalid Ballots).**

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)={(2)/(1)*100}	(4)	(5)	(6)	(7)
PROMOTER AND PROMOTER GROUP	54000000	53999992	99.99%	53999992	0	100	0
PUBLIC INSTITUTIONAL HOLDERS	1149320	0	0	0	0	0	0
PUBLIC/ OTHERS	4850680	169515	3.49	168076	1439	99.15	0.85
Total	60000000	54169507	90.28	54168068	1439	99.99	0.003

# Excludes Invalid Votes represented by 2563 Shares

The Chairman and Managing Director, after receiving the Scrutinizer's Report dated 26.08.2014, announced that the Special Resolutions proposed in the Postal Ballot Notice dated 30.06.2014, have been passed by the requisite majority and directed that the resolutions be recorded in the minute book recording the proceedings of the General Meetings of the Members.

The Special Resolutions duly approved by the Members were as under:

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

"RESOLVED THAT in supersession of earlier resolution passed by the Company in its 47<sup>th</sup> 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."

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

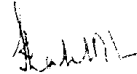
"RESOLVED THAT in supersession of earlier resolution passed by the company in its 47<sup>th</sup> Annual General Meeting held on September 19, 2003, pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) 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 create charge, hypothecation, mortgage on any 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 banks, financial institutions, hire purchase/lease companies, bodies corporate or any other persons on such terms and conditions as the Board may think fit

for the benefit of the Company and as agreed between 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 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/lease companies, bodies corporate or any other persons to secure the above said borrowings shall be by way of first charge, ranking pari-passu in all respects with similar charges, if any, already created/to be created on the 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 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."

Place: New Delhi  
Date: 01.09.2014



(KHALEEL RAHIM)  
Chairman and Managing Director



*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, 11<sup>th</sup> July, 2014, (total 13741 shareholders) was completed on 18<sup>th</sup> 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



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 21<sup>st</sup> 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 21<sup>st</sup> 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 21<sup>st</sup> 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	11,49,520	0	0	0	0	0	0
PUBLIC OTHERS	48,50,680	≠1,71,106	3.52%	1,69,402	1,704	99.00%	0.99%
Total	6,00,00,000	5,41,71,098	90.28%	5,41,69,594	1,704	99.96%	0.03%

≠ 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 AGAINST	% 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	0
PUBLIC INSTITUTIONAL HOLDERS	11,49,520	0	0	0	0	0	0
PUBLIC OTHERS	48,50,680	= 1,69,512	3.49%	1,68,076	1,439	99.15%	0.85%
Total	6,00,00,000	5,41,69,507	91.28%	5,41,68,068	1,439	99.99%	0.015%

= 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 30<sup>th</sup> 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,**

26<sup>th</sup> August, 2014, New Delhi

For Parveen Rastogi & Co.



Parveen Rastogi  
(FCS 4764; COP 2883)  
Scrutinizer