



THE STATE TRADING CORPORATION OF INDIA LIMITED

Registered Office : Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001
Tel No. : 91 11 23313177 Fax : 91 11 23701123/23701191 E-mail : cs@stc.gov.in
CIN : L74899DL1956GOI002674 Website : www.stc.gov.in

NOTICE OF POSTAL BALLOT

To, (Pursuant to provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder)

The Members,

Notice is hereby given to the Members of the State Trading Corporation of India Limited (the "Company") pursuant to the Section 110 of the Companies Act, 2013 (the "Companies Act") (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modifications, amendments or re-enactments thereto), for seeking consent of Members of the Company by passing resolutions by way of Postal Ballot, for the following Special Business:-

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.

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 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."

By order of the Board of Directors

Registered Office :

Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi - 110001

Dated: 30th June, 2014

For the State Trading Corporation of India Limited

sd/-

(R.K. Gogia)

Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as Annexure-I to the Notice of Postal Ballot.
2. The Notice of Postal Ballot is being sent to all the Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on 11th July, 2014.
3. The Company has appointed Shri Parveen Rastogi, Practicing Company Secretary, New Delhi as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.stc.gov.in or <https://evoting.nsdcl.com> or seek duplicate Postal Ballot Form from M/s MCS Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020, fill in the details and send the same to the Scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.stc.gov.in or from www.evoting.nsdcl.com.

Demat Account/Folio Number of the Shareholders has been enrolled by the company for participation in voting on resolutions placed by the company on e-Voting system.

(i) the process of login to e-Voting website is given below:

- a) Open attached PDF file viz: STC e-Voting.pdf with your Client ID or Folio No. as password containing your User ID and password for e-Voting. Please note that the password is an initial password.
- b) Launch internet browser by typing the following URL:
- c) <https://www.evoting.nsdcl.com>
- d) Click on "Shareholder-Login"
- e) Put User ID and password as initial password noted in step (a) above. Click Login.
- f) Password Change Menu appears. Change the password with new password for your choice with minimum 8 digits/characters or combination thereof. **Note new password.**
- g) Home page of "e-Voting" opens. Click on "e-Voting:- Active Voting Cycles."
- h) Select "EVEN" of The State Trading Corporation of India Limited for casting your vote in favour or against the resolution which starts on **July 22, 2014**. Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-Voting platform of NSDL till you have voted on all the resolutions or till the end date of voting period i.e. upto close of **August 21, 2014**, whichever is earlier.
- i) Now you are ready for "e-Voting" as "Cast Vote" page opens.
- j) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
- k) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also 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 at rastogifcs3@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

Please note that you can use this login exclusively for voting on the resolutions placed by companies in which you are the shareholder.

- (ii) In case of Shareholders' receiving Postal Ballot Form by Post:
 - 1) Initial password is provided as below/at the bottom of the Postal Ballot Form. EVEN(EVoting Event Number) USER ID PASSWORD/PIN.
 - 2) Please follow all steps from Sl. No. (b) to (k) of (i) above, to cast vote.
 - (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.nsdl.com> or contact MCS Limited at the Telephone No.: (011-41406149-52).
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (v) 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).
6. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
 7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 1730 Hours) on 21st August, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted. Assent / Dissent received after 21st August, 2014 would be strictly treated as if reply from the shareholder has not been received.
 8. The voting period ends on the close of working hours (i.e. 1730 hours) on 21st August, 2014. The e-voting module shall also be disabled by NSDL for voting thereafter.
 9. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th July, 2014.
 10. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in NCT of Delhi.
 11. The Scrutinizer will submit her report to the Chairman and Managing Director of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced on 27th August, 2014 at 1600 Hours at the Registered Office of the Company situated at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110 001. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.stc.gov.in and also on the website of NSDL i.e. <https://evoting.nsdl.com> and shall be communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
 12. The Board of Directors has appointed Director (Finance) and Company Secretary as the persons responsible for the entire postal ballot process.
 13. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 1100 hours to 1300 hours up to the date of declaration of the result of Postal Ballot.

Annexure I to the Notice of Postal Ballot

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

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

As per Section 180 (1) (c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company shall not, except with the consent of the Company by passing a Special Resolution, borrow moneys, together with the moneys already borrowed by the Company, in excess of the paid-up capital and free reserves of the Company. At the 47th Annual General Meeting of the Company held on September 19, 2003, the Members of the Company had granted powers to the Board of Directors of the Company to borrow moneys up to a total amount of Rs.2,500 crore (Rupees Two Thousand Five Hundred Crore Only). Further, as per clarification dated 25.03.2014 issued by the Ministry of Corporate Affairs with regard to Section 180 of the Companies Act, 2013, the resolution passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to the borrowings will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the notification of Section 180 of the Act i.e. upto September 11, 2014.

Therefore the consent of the Members is sought under Section 180(1) (c) of the Companies Act, 2013, for approving the borrowing limit of Rs.2,500 crore (Rupees Two Thousand Five Hundred Crore Only) to cover the borrowings of the Company.

The Board of Directors of the Company in its Meeting held on May 27, 2014 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained in the Notice, by members of the Company.

In view of the aforesaid provisions, you are requested to grant your consent to the Special Resolution as set out at Item No.1 of the Notice dated 30th June, 2014 of the Company.

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

The resolution does not relate to or affects any other Company.

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

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or undertakings of the company without the consent of the Shareholders of the Company by way of a Special Resolution through Postal Ballot.

Since the creation of charge / mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013. Further, as per clarification dated 25.03.2014 issued by the Ministry of Corporate Affairs with regard to Section 180 of the Companies Act, 2013, the resolution passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to the borrowings will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the notification of Section 180 of the Act i.e. upto September 11, 2014.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/create charge on movable and / or immovable properties of the Company, both present and future, towards security for borrowing funds from time to time for the purpose of the business of the Company or otherwise and to comply with statutory and procedural formalities in this regard.

The Board of Directors of the Company in its Meeting held on May 27, 2014 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained in the Notice, by members of the Company.

In view of the aforesaid provisions, you are requested to grant your consent to the Special Resolution as set out at Item No. 2 of the Postal Ballot Notice dated 30th June, 2014 of the Company.

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

The resolution does not relate to or affects any other Company.

By order of the Board of Directors
For the State Trading Corporation of India Limited

sd/-

(R.K. Gogia)

Company Secretary

Registered Office :

Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi - 110001

Dated: 30th June, 2014



THE STATE TRADING CORPORATION OF INDIA LIMITED

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

Tel No. : 91 11 23313177 Fax : 91 11 23701123/23701191 E-mail : cs@stc.gov.in

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

POSTAL BALLOT FORM

(To be returned to the Scrutinizer)

Serial No

1. Name & address of the Sole/ First named Shareholder as registered with the Company

2. Name(s) of the joint Shareholders(s) if any, registered with the Company

3. Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form)

4. No. of shares held

5. I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 30th June, 2014 of the State Trading Corporation of India Ltd. (the "company") by conveying/sending my/our assent or dissent to the said Special Resolutions by placing the tick (✓) mark in the appropriate box below:-

Item No.	Description of Resolution as stated in Postal Ballot Notice	No. of Shares for which vote cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Power to borrow up to an overall limit of Rs.2,500 crore as detailed in notice dated 30.06.2014			
2.	Creation of mortgage and /or charge on all or any of the movable and / or immovable properties of the Company as detailed in notice dated 30.06.2014			

Place :

Date :

E-mail :

Tel./Mobile No. :

Optional :

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

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

Note :

- Please read the instructions printed overleaf carefully before exercising your vote.
- Last date for receipt of Postal Ballot Forms by Scrutinizer is 21st August, 2014 (1730 hours).

P.T.O.

INSTRUCTIONS

1. In compliance with the provisions of Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detailed procedure for e-voting is enumerated in the Notes to the Postal Ballot Notice.
2. A shareholder desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Shri Parveen Rastogi, Practicing Company Secretary in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. Envelope containing Postal ballot form, if deposited in person or sent by courier or any other mode at the expenses of the Shareholders(s) will also be accepted.
3. Please convey your assent / dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid.
4. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
5. This Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company / RTA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named shareholder and in his / her absence, by the next named shareholder.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before 21st August, 2014 (i.e. 1530 hours). Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
8. A Shareholder can apply for duplicate Postal Ballot Form though an email at admin@mcsdel.com or cs@stc.gov.in, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before 21st August, 2014 (i.e. 1730 Hours). For any clarification(s), please contact M/s. MCS at the Tel No(s). 011-41406149-52.
9. The right of voting by Postal Ballot shall not be exercised by proxy.
10. Members are requested to fill the Postal Ballot Form ink (and avoid filling it by using erasable writing medium like pencil).
11. Voting rights shall be reckoned on the paid up value of shares registered in the name (s) of shareholder(s) on the cut-off date i.e. 11th July, 2014.
12. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
14. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of Joint holders.
15. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
16. The result of the Postal Ballot shall be announced on 27th August, 2014 at 1600 Hours at the Registered Office of the Company at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110001 and the same will also be posted on website of the Company.

"Green Initiative in Corporate Governance : Go Paperless"

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued circulars stating that the service of document by a Company can be made through electronic mode. Pursuant to said circulars, Members are requested to provide their E-mail IDs to the Company or to RTA or their Depository Participant, as the case may be, for serving of documents by e-mode.