



Navratna Company
ISO 9001:2008

भारतीय नौवहन निगम लिमिटेड

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय: शिपिंग हाउस, 245 मादाम कामा रोड, मुंबई - 400 021.

फोन: 91-22-2202 6666, 2277 2000 फैक्स: 91-22-2202 6905 वेबसाइट: www.shipindia.com

The Shipping Corporation Of India Ltd.

(A GOVERNMENT OF INDIA ENTERPRISE)

Regd. Office: Shipping House, 245, Madame Cama Road, Mumbai-400 021. Ph: 91-22 2202 6666, 2277 2000

Fax: 91-22 22026905 • Website: www.shipindia.com

सीआईएन/CIN-L63030MH1950G0100803

Ref.No.: A10-SEC- BD-808-16

31.08.2016

To,

Corporate Relationship Department,
Bombay Stock Exchange Ltd, 1st Floor, New
Trading Ring, Rotunda Building, P.J. towers,
Dalal Street, Fort, Mumbai – 400 001

The Manager,
Listing Department, **The National Stock
Exchange of India Ltd.**, 'Exchange Plaza'
Bandra-Kurla Complex, Bandra (East)
MUMBAI - 400 051.

The Secretary
The Calcutta Stock Exchange Association Ltd
7, Lyons Range, KOLKATA 700 001.

Notice of 66th Annual General Meeting

Dear Sir,

Please find enclosed herewith notice of 66th Annual General Meeting of SCI. Kindly take it on your record.

Thanking You,

Yours faithfully,

कृते भारतीय नौवहन निगम लिमिटेड
For THE SHIPPING CORPORATION OF INDIA LTD.

दिपांकर हालदार/DIPANKAR HALDAR
कार्यकारी निदेशक (विधिक मामले) एवं कंपनी सचिव
Executive Director (Legal Affairs) & Company Secretary

NOTICE OF MEETING

NOTICE is hereby given that the 66th Annual General Meeting of The Shipping Corporation of India Ltd. will be held at the Registered Office of the Company at "Shipping House", 245, Madame Cama Road, Nariman Point, Mumbai – 400 021 at 1530 hrs. on Monday, the 26th day of September 2016 to transact the following as:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements as on 31.03.2016 and Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Capt. K.Devadas (DIN: 06887951) who retires at this meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Smt H.K.Joshi (DIN: 07085755) who retires at this meeting and being eligible, offers herself for re-appointment.
4. To fix remuneration of auditors.

SPECIAL BUSINESS BY ORDINARY RESOLUTION

5. To appoint a Director in place Shri S V Kher (DIN: 7286348) who under Article 125 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 holds office only upto the date of this Annual General Meeting and being eligible for appointment, the Company has received a notice in writing from his goodself signifying his intention to propose appointment of himself as Director of the Company.

"RESOLVED THAT Shri S V Kher (DIN: 7286348), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from himself proposing his candidature for the

office of Director, be and is hereby appointed as a Director of the Company."

6. To appoint a Director in place of Shri Arun Balakrishnan (DIN: 00130241) who under Article 125 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 holds office only upto the date of this Annual General Meeting and being eligible for appointment, the Company has received a notice in writing from his goodself signifying his intention to propose appointment of himself as Director of the Company.

"RESOLVED THAT Shri Arun Balakrishnan (DIN: 00130241), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from himself proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

7. To appoint a Director in place of Shri Sukamal Chandra Basu (DIN: 1735626) who under Article 125 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 holds office only upto the date of this Annual General Meeting and being eligible for appointment, the Company has received a notice in writing from his goodself signifying his intention to propose appointment of himself as Director of the Company.

"RESOLVED THAT Shri Sukamal Chandra Basu (DIN: 1735626), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from himself proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

Registered Office:

Shipping House, 245, Madame Cama Road,
Mumbai – 400 021

Dated : 18th August, 2016

By Order of the Board of Directors

for The Shipping Corporation of India Ltd.

Dipankar Haldar

Executive Director (Legal Affairs) & Company Secretary

NOTICE OF MEETING

Notes:

- a) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- c) Members /Proxies/ authorized representatives should bring the duly filled attendance Slip enclosed herewith along with the copy of Annual Report to attend the meeting.
- d) The Register of Members and the Share Transfer Books of the Company will remain closed from 20.09.2016 to 26.09.2016.
- e) Members are requested to notify any change in their address to the Share Transfer Agents of the Company at the following address:

M/s. Bigshare Services Pvt Ltd

E-2, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (E), Mumbai – 400 072
Email: investor@bigshareonline.com
Telephone: 022 40430200

- f) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the amount of dividend which remains unpaid / unclaimed for a period of 7 years is required to be transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government and after such transfer, the member(s) would not be able to claim any dividend so transferred to the Fund. Therefore, member(s) who have not yet encashed his/her/their dividend warrant(s) is / are requested in his / her / their own interest to write to the Company Secretary immediately for claiming outstanding dividend declared by the Company for the year 2008-2009 and onward. The investor may also visit www.shipindia.com. The dividend paid for the year 2007 -2008 (Final) and remaining unclaimed / unpaid has already been transferred to the IEPF.
- g) **Members who have not registered their e-mail ID with Depository Participants / Registrar & Share Transfer Agents, are requested to do so, in order to receive notices, reports and other documents in soft form.**
- h) The Registers of the Directors and Key Managerial Personnel and their shareholding under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- i) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and

Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is pleased to provide its Members the facility of remote electronic voting to cast their votes for the resolutions to be passed at the meeting through services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting).

- j) The facility for voting through poll shall be made available at the meeting to the Members who have not cast their vote through remote e-voting and shall be eligible to vote at the Annual General Meeting.
- k) The Board of Directors of the Company has appointed Mr. Upendra Shukla, Practicing Company Secretary to act as a Scrutinizer, to scrutinize the remote e-voting process and the poll to be conducted at the meeting in a fair and transparent manner.
- l) The Scrutinizer, after scrutinizing the votes cast at the meeting (through poll) and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated scrutinizers report and submit it to the Chairman. The results declared along with the Scrutinizers Report shall be placed on the website of the Company www.shipindia.com. The results shall be simultaneously communicated to the Stock Exchanges.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23.09.2016 at 9AM and ends on 25.09.2016 at 5PM. 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 19.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

NOTICE OF MEETING

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name & address sticker/attendance slip/ email/postal ballot form) in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for The Shipping Corporation of India Ltd on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all the material facts relating to special business mentioned at Item No. 5, Item No. 6 and Item No 7 of the accompanying Notice dated 18th August, 2016, convening the 66th Annual General Meeting of the Company.

Item No. 5 of the Notice

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and Article 125 of the Articles of Association of the Company, Shri S V Kher as an Additional Director of the Company with effect from 01.10.2015.

In terms of the provisions of Section 161(1) of the Act, Shri Kher would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from his goodself along with the deposit of requisite amount under section 160 of the Act proposing his candidature for the office of Director of the Company.

A brief profile of Shri Kher is given under the section 'Board of Directors' of the Annual Report.

Save and except of the above, none of the other Directors/ Key Managerial Personnel of the of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6 of the Notice

Pursuant to letter dated 21.03.2016 from the Ministry of Shipping, the Board of Directors of the Company appointed, under Section 161(1) of the Act and Article 125 of the Articles of Association of the Company, Shri Arun Balakrishnan as an Additional Director of the Company with effect from 30.03.2016

In terms of the provisions of Section 161(1) of the Act, Shri Balakrishnan would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from his goodself along with the deposit of requisite amount under Section 160 of the Act proposing his candidature as Director of the Company.

A brief profile of Shri Balakrishnan is given under the section 'Board of Directors' of the Annual Report.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7 of the Notice

Pursuant to letter dated 21.03.2016 from the Ministry of Shipping, The Board of Directors of the Company appointed, under Section 161(1) of the Act and Article 125 of the Articles of Association of the Company, Shri Sukamal Chandra Basu as an Additional Director of the Company with effect from 26.05.2016.

In terms of the provisions of Section 161(1) of the Act, Shri Basu would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from his goodself along with the deposit of requisite amount under Section 160 of the

Act proposing his candidature as Director of the Company.

A brief profile of Shri Basu is given at under the section 'Board of Directors' of the Annual Report.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Registered Office:

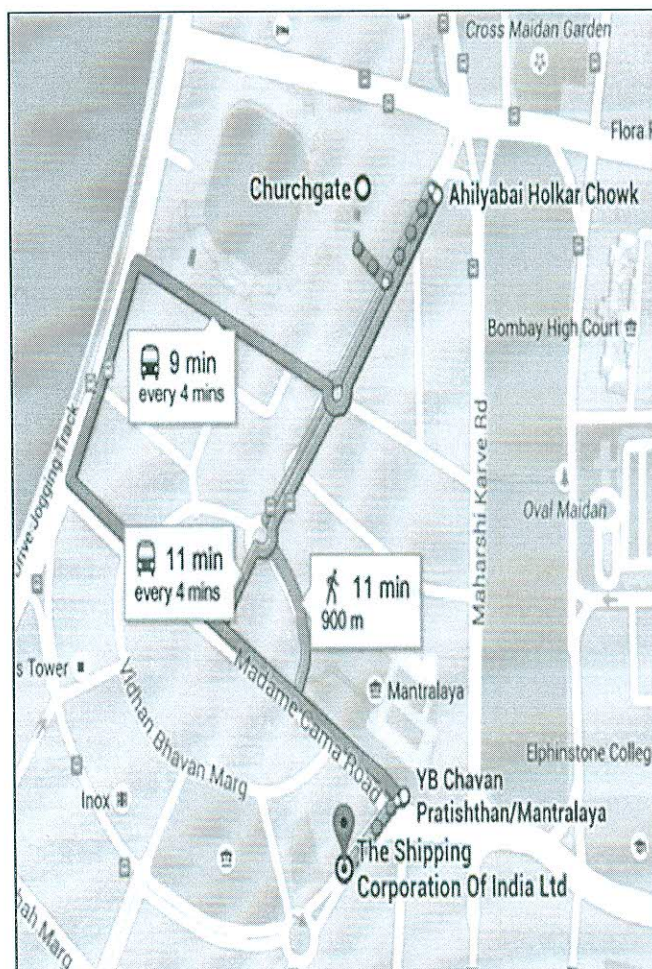
Shipping House, 245, Madame Cama Road, Mumbai – 400 021.

Dated : 18th August, 2016

Dipankar Haldar

Executive Director
(Legal Affairs) &
Company Secretary

ROUTE MAP OF AGM



ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Directors	Capt. Kelath Devadas	Smt. H.K.Joshi
Date of Birth	10.02.1957	15.05.1962
Date of Appointment	26.09.2014	05.02.2015
Qualifications	- Master Mariner - Master (FG) - MBA (Shipping & Logistic Management)	- B.Com - M.Com - Fellow member of Institute of Cost Management Accountants of India
Expertise in Specific functional areas	More than 38 years experience in the Shipping industry, Bulk and Tanker and Off-shore divisions.	Over 31 years of rich exposure in handling all facets of Finance & Accounts in the Oil sector and in Joint Venture assignments
Directorship held in other public companies (excluding Foreign ,Private and Section 8 companies)	NIL	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL
Number of shares held in SCI	NIL	NIL
Number of Board Meetings Attended	Please refer Corporate Governance Report	
Relationships between directors inter-se	NIL	
Name of Directors	Shri S V Kher	Shri Arun Balakrishnan
Date of Birth	23.09.1959	25.07.1950
Date of Appointment	01.10.2015	30.03.2016
Qualifications	- MBA(Marketing) M. Sc. (Shipping Management) from World Maritime university , Malmo (Sweden)	- B.E.(Chemical) - PG Diploma in Management (IIM – Bangalore)
Expertise in Specific functional areas	More than 31 years of experience in various facets of shipping industry especially offshore , bulk carriers and LNG tankers, including business development and commercial operations of the same.	Around 40 years of experience in Oil & Gas industry and allied sectors
Directorship held in other public companies (excluding Foreign ,Private and Section 8 companies)	NIL	- HPCL-Mittal Energy Ltd. - NCDEX- E Markets Ltd. - Mahanagar Gas Ltd. - Linde India Ltd. - Jaypee Infratech Ltd. - Antrix Corporation Ltd. - HPCL-Mittal Pipe Lines Ltd. - Jaiprakash Power Ventures Ltd.
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Audit Committee Memberships - Mahanagar Gas Ltd - Linde India Ltd. Audit Committee Chairmanships - HPCL-Mittal Energy Ltd. - NCDEX- E Markets Ltd. - HPCL-Mittal Pipe Lines Ltd.
Number of shares held in SCI	NIL	NIL
Number of Board Meetings Attended	Please refer Corporate Governance Report	
Relationships between directors inter-se	NIL	

ANNEXURE TO THE NOTICE

Name of Director	Shri Sukamal Chandra Basu
Date of Birth	15.12.1946
Date of Appointment	26.05.2016
Qualifications	• M Com • LL B • Fellow Member of Institute of Chartered Accountants of India
Expertise in Specific functional areas	Around 40 years of Experience in various sectors of banking industry.
Directorship held in other public companies (excluding Foreign, Private and Section 8 companies)	East India Pharmaceutical Works Limited.
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Audit Committee Membership East India Pharmaceutical Works Limited.
Number of shares held in SCI	NIL
Number of Board Meetings Attended	Please refer Corporate Governance Report
Relationships between directors inter-se	NIL

