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 वेबसाईट: www.shipindia.com

SCI
A Navratna Company
ISO 9001:2008

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-L63030MH1950GOI008033

Ref.No.: A10-SEC- BD-808-14

14.01.2015

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 **Madras Stock Exchange Ltd.,** "Exchange Building", Post Box No.183, 11, Second Line Beach, CHENNAI - 600 001.
The Secretary **The Delhi Stock Exchange Association Ltd.** DSE House, 3/1 Asaf Ali Road, NEW DELHI - 110001
The Secretary **The Calcutta Stock Exchange Association Ltd.** 7, Lyons Range, KOLKATA 700 001.

Results of Postal Ballot process under Clause 35A of Listing Agreement

Pursuant to the provisions of section 110 of the Companies Act, 2013[read with the Companies (Management and Administration) Rules, 2014], and the provisions of Listing Agreement, The Shipping Corporation of India Limited, had conducted the process of Postal Ballot for seeking the consent of shareholders by means of passing Special Resolutions for the following:

Sr. No	Resolutions
1	Ratification of the Borrowing Limits fixed under section 293 (1) (d) of the Companies Act, 1956 under the provisions of section 180 of the Companies Act, 2013.
2	Granting power under section 180(1)(a) of the Companies Act, 2013 to the Board or a Committee thereof to create charges on the movable and immovable properties of the Company both present and future, in respect of borrowings.
3	Re-deployment of Rs.330.65 crore received/ to be received as refund from Shipyards which were originally part of the proceeds of the Further Public Offer

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

SCI
A Navratna Company
ISO 9001:2008

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-L63030MH1950GOI008033

The company had appointed Shri Upendra Shukla, Practising Company Secretary as "Scrutinizer" for conducting the Postal Ballot process. Shri Upendra Shukla , has submitted his report to the Company and the result of Postal Ballot was declared on 14.01.2015 at 3.00 p.m. at the Registered Office of the company.

The result of the voting by Postal Ballot (including e-voting) as per the format provided under clause 35A of the Listing Agreement, is attached herewith. We are also enclosing Scrutinizer's Report dt. 14.01.2015 for your kind reference.

The said Postal Ballot result will be displayed on the website of the Corporation and also published in newspapers.

Please take the same on 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

SCI
A 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 वेबसाईट: 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-L63030MH1950GOI008033

DETAILS OF VOTING RESULTS BY POSTAL BALLOT (INCLUDING E-VOTING) PURSUANT TO CLAUSE 35A OF LISTING AGREEMENT.

1. **Date of Notice of Postal Ballot:** 13.11.2014

2. **Total number of shareholders on record date:** 182628

3. **Details of Agenda:**

Sl. No.	Resolutions	Voting
	Special Resolution	
1	Ratification of the Borrowing Limits fixed under section 293 (1) (d) of the Companies Act, 1956 under the provisions of section 180 of the Companies Act, 2013.	**AS PER ATTACH-MENT**
2	Granting power under section 180(1)(a) of the Companies Act, 2013 to the Board or a Committee thereof to create charges on the movable and immovable properties of the Company both present and future, in respect of borrowings.	
3	Re-deployment of Rs.330.65 crore received/ to be received as refund from Shipyards which were originally part of the proceeds of the Further Public Offer	

4. **Mode of Voting:** Through Physical Postal Ballot Form and e-Voting Process.

Thanking you,

Yours faithfully

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

दिपांकर हौलदार DIPANKAR HALDAR
कार्यकारी निदेशक एवं कंपनी सचिव
Executive Director & Company Secretary

THE SHIPPING CORPORATION OF INDIA LIMITED (CIN : L63030MH1950GOI008033)								
Clause 35A (Physical and e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	296942977	296939923	99.998972	296939923	0	100.000000	0.000000
Public – Institutional holders	32	94659216	77273698	81.633571	77273698	0	100.000000	0.000000
Public-Others	434	74196817	232885	0.313875	151575	81310	65.085772	34.914228
Total	**470**	**465799010**	**374446506**	**80.388000**	**374365196**	**81310**	**99.978285**	**0.021715**

THE SHIPPING CORPORATION OF INDIA LIMITED (CIN : L63030MH1950GOI008033)								
Clause 35A (Physical and e-Voting)								
Resolution 2								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	296942977	296939923	99.998972	296939923	0	100.000000	0.000000
Public – Institutional holders	32	94659216	77273698	81.633571	77273698	0	100.000000	0.000000
Public-Others	427	74196817	232260	0.313032	149847	82413	64.516921	35.483079
Total	**463**	**465799010**	**374445881**	**80.387865**	**374363468**	**82413**	**99.977991**	**0.022009**

THE SHIPPING CORPORATION OF INDIA LIMITED (CIN : L63030MH1950GOI008033)								
Clause 35A (Physical and e-Voting)								
Resolution 3								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	4	296942977	296939923	99.998972	296939923	0	100.000000	0.000000
Public – Institutional holders	32	94659216	77273698	81.633571	77273698	0	100.000000	0.000000
Public-Others	425	74196817	232084	0.312795	152309	79775	65.626670	34.373330
Total	**461**	**465799010**	**374445705**	**80.387828**	**374365930**	**79775**	**99.978695**	**0.021305**

THE SHIPPING CORPORATION OF INDIA BOMBAY

UPENDRA SHUKLA
B. Com., F. C. S.
Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

14th January, 2015

The Chairman & Managing Director
The Shipping Corporation of India Ltd.
Shipping House,
Nariman Point
Mumbai 400 021

Dear Sir,

Sub: Report on passing of a Special Resolutions by Postal Ballot

I am appointed as Scrutinizer by the Board of Directors of The Shipping Corporation of India Limited (SCI), for conducting the process of Postal Ballot in a fair and transparent manner, for passing the following Resolution as a 'Special Resolution' as contemplated under Section 110 of the Companies Act,2013 (hereinafter referred to as the 'Act') read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules') :

- **"Special Resolution u/s 180(1)(c) of the Act for the Borrowing limits of the Board of Directors.**
- **Special Resolution u/s 180(1)(a) of the Act for granting powers to the Board to create charge on movable and immovable properties of the Company.**
- **Special Resolution for re-deployment of Rs.330.65 crores received/to be received from shipyards, which were originally part of the proceeds of FPO.**

Pursuant to Section 110 of the Act read with the Rule 22, Notice of Postal Ballot containing draft of Special Resolution proposed to be passed by Postal Ballot and explanatory statement as required under Section 102 of the Act and ballot papers, were sent in the following manner:

a) To shareholders, who have registered their e-mail addresses either in the records of Depositories/Company, through e-mail; and
b) To other shareholders by Speed Post alongwith a 'Self Addressed Business Reply Envelope' to enable the shareholders to send their reply to the Scrutinizer.

Since the sub-Rule 15 of the Rule 22 of the Companies (Management & Administration) Rules, 2014 contains provision for voting by Electronic means in the Postal Ballot process, SCI also offered e-Voting facility to all its shareholders (including to those shareholders, to whom the documents were sent by registered post) to enable them to cast their votes electronically. For e-Voting, SCI had made arrangement with M/s. Central Depository Services (India) Ltd. (CDSL), a MCA nominated and SQTC certified agency, to provide e-Voting platform for the Postal Ballot process. The procedure for e-Voting was fully covered in the communication sent to the Shareholders.

F.C.S.-2727 C.P.-1654 MUMBAI

...2/

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby report as under:

1)	(a) Number of ballot papers posted from 05/12/2014 to 09/12/2014	:	97,364
	(b) Number of ballot papers e-mailed through CDSL	:	85,264
	(c) Number of ballot papers returned undelivered by Post	:	572
	(d) Number of e-mails bounced/undelivered as per CDSL, e-mails were re-sent and also physical postal ballot papers were sent by post.	:	2,321
2)	Date of commencement of voting cycle	:	10/12/2014
3)	Last date fixed for receiving ballot papers, duly completed	:	08/01/2015
4)	Last date fixed for voting through e-mail (e-voting)	:	08/01/2015 (6.00 p.m.)
5)	(a) Number of response received (Physical)	:	369
	(b) Number of response received (e-voting)	:	127
	Total	:	496
6)	Number of valid ballot papers received	:	343
7)	Number of invalid ballot papers received	:	26
8)	Number of invalid votes	:	17932
9)	Number of ballot papers rejected (on the ground of double voting)	:	0

10) Based on the reports generated from the e-voting system provided by the CDSL and also votes cast on poll, I submit the consolidated results of the e-voting and the Poll as under:

Resolution No. 1: Special Resolution: Under Section 180(1)(c) of the Companies Act,2013 for the Borrowing limits of the Board of Directors.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
E-voting	107	77301202	99.99	20	6879	0.06	0	0
Ballots	322	297063994	99.97	21	74431	0.03	0	0
Combined	429	374365196	99.98	41	81310	0.02	0	0



...3/

Resolution No. 2: Special Resolution: Under Section 180(1)(a) of the Companies Act,2013 for granting of powers to the Board of Directors or a Committee thereof to create charges on the movable and immovable properties.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
E-voting	106	77300913	99.99	21	7168	0.01	0	0
Ballots	310	297062555	99.97	26	75245	0.03	7	625
Combined	416	374363468	99.98	47	82413	0.02	7	625

Resolution No. 3: Special Resolution: Re-deployment of Rs.330.65 crores received/to be received as refund from Shipyards, which were originally part of the proceeds of the Further Public Offer.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
E-voting	111	77299672	99.99	15	8297	0.01	1	112
Ballots	316	297066258	99.98	19	71478	0.02	8	689
Combined	427	374365930	99.98	34	79775	0.02	9	801

Ballot forms received after the prescribed last date were not considered.

A summarized statement showing the details of votes cast is annexed and forms part of this report (Annexure 1).

Basis of acceptance and also the basis of rejection of votes are provided in Annexure 2 of this report.

Conclusion –

"The passing of Special Resolution envisages that the votes cast in favour of the Resolution, whether on show of hands or electronically or on a poll as the case may be, by the members, who being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of votes if any, cast against the resolution by the members so entitled and voting. As in the referred case, the number of votes cast by the Members are more than three times the votes cast against the Resolutions, all the three aforesaid proposed Special Resolutions may be declared as passed."

Thanking you,

Yours faithfully,

(U.C. SHUKLA)
COMPANY SECETARY
FCS: 2727/CP: 1654

Encl: as above.

THE SHIPPING CORPORATION OF INDIA LIMITED [CIN : L63030MH1950GOI008033]

Poll Summary (e-Voting)

Resolution	Total Number of Members who voted	Number of shares held	Number of shares for which votes cast	Number of Members who voted in favour	No. of Votes cast in favour	% of Votes cast in favour to total number of valid votes cast	Number of Members who voted against	No. of Votes cast against	% of Votes cast against to total number of valid votes cast	Number of Members whose vote(s) is/are invalid	Invalid votes	Number of Abstain Cases	Number of Shares in Abstain
Resolution 1	127	77308081	77308081	107	77301202	99.991102	20	6879	0.008898	0	0	0	0
Resolution 2	127	77308081	77308081	106	77300913	99.990728	21	7168	0.009272	0	0	1	112
Resolution 3	127	77308081	77307969	111	77299672	99.989268	15	8297	0.010732	0	0	0	0

THE SHIPPING CORPORATION OF INDIA LIMITED (CIN : L63030MH1950GOI008033)

Poll Summary (Postal Vote)

Resolution	Total Number of Members who voted	Number of shares held	Number of shares for which votes cast	Number of Members who voted in favour	No. of Votes cast in favour	% of Votes cast in favour to total number of valid votes cast	Number of Members who voted against	No. of Votes cast against	% of Votes cast against to total number of valid votes cast	Number of Members whose vote(s) is/are invalid	Invalid votes	Number of Abstain Cases	Number of Shares in Abstain
esolution 1	369	297156507	297138425	322	297063994	99.974951	21	74431	0.025049	26	17932	0	0
esolution 2	369	297156507	297137800	310	297062555	99.974677	26	75245	0.025323	26	17932	7	625
esolution 3	369	297156507	297137736	316	297065258	99.975945	19	71478	0.024055	26	17932	8	689

THE SHIPPING CORPORATION OF INDIA LIMITED (CIN : L63030MH1950GOI008033)

Poll Summary (Physical and e-Voting)

Resolution	Total Number of Members who voted	Number of shares held	Number of shares for which votes cast	Number of Members who voted in favour	No. of Votes cast in favour	% of Votes cast in favour to total number of valid votes cast	Number of Members who voted against	No. of Votes cast against	% of Votes cast against to total number of valid votes cast	Number of Members whose vote(s) is/are invalid	Invalid votes	Number of Abstain Cases	Number of Shares in Abstain
Resolution 1	496	374464588	374446506	429	374365196	99.978285	41	81310	0.021715	26	17932	0	0
Resolution 2	496	374464588	374445681	416	374363468	99.977991	47	82213	0.022009	26	17932	7	625
Resolution 3	486	374464588	374445705	427	374365930	99.978695	34	79775	0.021305	26	17932	9	801

UPENDRA SHUKLA

Annexure 2

HPCL Postal Ballot – 2014

BASIS OF ACCEPANCE

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 21.11.2014 for despatch of notice of postal ballot form.
2. Where the assent or dissent has been given clearly by any other mark like 'Yes" 'Y' or "No" 'N' etc., the postal ballot form has been considered.
3. Where a joint shareholder has signed the postal ballot form instead of the first named shareholder, the vote cast by the joint named shareholders is considered.
4. Where a shareholder has voted for less number of shares than his actual shareholding, the number of shares (votes) indicated/cast were only considered.

BASIS OF REJECTION

1. Where a ballot form is not signed.
2. Where a shareholder has not put any tick mark on either assent or dissent.
3. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
4. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
5. Where a shareholder has casted vote on e-voting systems as also casted vote by ballot paper, the ballot form is rejected.
6. In case where a postal ballot form has been signed by the authorized signatory/power of attorney holder and certified true copy of Board Resolution/power of attorney/letter of authority not received.
7. Where a postal ballot form received in a torn or mutilated form where it is difficult to state whether it is showing "Assent" or "Dissent".
8. Where the thumb impression has been put in postal ballot form, which is not attested by other person / authority.

(U.C. SHUKLA)
COMPANY SECETARY
FCS: 2727/CP: 1654