

**MINUTES OF THE 57<sup>TH</sup> ANNUAL GENERAL MEETING OF THE STATE TRADING CORPORATION OF INDIA LIMITED HELD ON WEDNESDAY, THE 25<sup>TH</sup> SEPTEMBER, 2013 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT JAWAHAR VYAPAR BHAWAN, TOLSTOY MARG, NEW DELHI -110 001.**

**PRESENT**

Shri Khaleel Rahim, CMD and shareholder - in the Chair  
Shri M.M. Sharma, Director (Personnel) and shareholder  
Shri Manoj Mishra, Director (Finance) and shareholder  
Shri Rajiv Chopra, Director (Marketing) and shareholder  
Dr. (Mrs.) B. Kinnera Murthy, Director and Chairperson Audit Committee  
Shri Naresh Dayal, Director  
Shri Uday N. Abhyankar, Director  
Smt. Aditi Das Rout, Director (FT/ST), DoC and representing President of India

Shri Rakesh Kumar Gogia, Company Secretary

Individual shareholders numbering 2474 in person and 78 through proxies were present.

Upon confirmation by the Company Secretary that the quorum for the meeting was present, the Chairman called the meeting to order. Chairman extended a hearty welcome to the members at the Annual General Meeting of STC. With the permission of the Shareholders, the Notice of the meeting, Statutory Auditors' Report and Comments of the Comptroller and Auditor General of India on the 2012-13 Annual Accounts of the Corporation made under Section 619(4) of the Companies Act, 1956, which had already been circulated, were taken as read.

Chairman then briefed the shareholders about the performance of the Company during 2012-13. He informed that during the year 2012-13, the Corporation achieved a turnover of Rs. 18,698 crore despite a number of factors beyond the control of the Corporation adversely affecting the trade.

Chairman further informed that the Corporation achieved a trading profit of ₹ 119 crore and Profit after tax amounted to ₹ 18 crore during the year. He further informed that the profit would have been higher but for provisions and write offs worth ₹ 59 crore (net of write-backs and net of withdrawals from Export/Import Contingency Reserve) made in the accounts as a matter of prudence.

Sharing the philosophy of the company in relation to Corporate Governance, Chairman informed the Shareholders that the Company was committed to fully conform to laws, regulations, and guidelines and to promote ethical conduct throughout the organization with the primary objective of enhancing shareholders value.

Chairman also informed that the Corporation was hopeful of yet better performance in the coming year as it had taken a number of important initiatives such as export of manufactured products to Iran and import of coal on behalf of Coal India Limited / NTPC etc.

Chairman then invited the Members to seek any clarifications.

Thereafter, Chairman took up the agenda of the meeting.

#### **ITEM 1: ADOPTION OF DIRECTORS' REPORT AND AUDITED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013.**

On a query regarding Disinvestment of Government equity raised by Shri Jasmeet Singh (a shareholder). Chairman explained that recently, the Government had disinvested 6,13,600 equity shares constituting 1.02 per cent of paid-up share capital of the company to ensure compliance of mandatory requirement of 10 % public float stipulated by SEBI. He further confirmed that at present no further disinvestment of Govt. equity was contemplated.

Shri K.G. Sahni (a shareholder) proposed the following resolution, which was seconded by Shri A.K. Gupta (a shareholder):

"RESOLVED THAT Directors' Report and Audited Accounts of the Corporation for the year 2012-13 together with Auditors' Report, Comments of the C&AG thereon and the Management's replies thereto be and are hereby adopted."

Chairman put the motion to vote and declared the same as having been carried unanimously on a show of hands.

#### **ITEM 2: DIVIDEND**

Shri Permanand (a shareholder) proposed the following resolution, which was seconded by Shri Bansi Lal (a shareholder):

"RESOLVED THAT a dividend of 20% on the paid-up equity share capital of the Company as recommended by the Board be and is hereby declared for the year 2012-13"



Chairman put the motion to vote and declared the same as having been carried unanimously on a show of hands.

**ITEM 3 TO 6 AND 8 TO 9: APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**

Shri M.M. Sharma, Director (Personnel) and a shareholder moved the following Resolutions:

- (i) "RESOLVED THAT approval be and is hereby accorded to put the motions for appointment of Directors under Section 255 of the Companies Act, 1956 by a single resolution".
- (ii) "RESOLVED FURTHER THAT Shri Manoj Mishra and Rajiv Chopra, who were appointed as Additional Directors by the President of India and joined the Board w. e. f. 15.10.2012 and 01.01.2013 respectively be and are hereby appointed as Director (Finance) and Director (Marketing) respectively, liable to retire by rotation, on such terms and conditions and tenure as may be determined by the President of India from time to time.
- (iii) "RESOLVED FURTHER THAT Shri Naresh Dayal, Shri R.H. Dholakia, Shri Uday N. Abhyankar and Shri S.C. Tripathi, Directors retiring by rotation at this meeting and being eligible and having offered themselves for re-appointment, be and are hereby re-appointed as Directors on the terms and conditions approved by the President of India from time to time.

Shri Khaleel Rahim, CMD and a shareholder seconded the motion.

Chairman put the motion to vote and declared the same as having been carried unanimously on a show of hands.

**ITEM 7: TO APPROVE REMUNERATION OF THE STATUTORY AUDITORS TO BE APPOINTED BY C&AG OF INDIA UNDER SECTION 619 OF THE COMPANIES ACT, 1956 FOR THE FINANCIAL YEAR 2013-14.**

Shri Rajiv Chopra, Director (Marketing) and Shareholder moved the following Resolution:

"RESOLVED THAT the Board of Directors of the company be and is hereby authorized to decide and fix the remuneration of the Statutory/Branch Auditors of



the Company appointed by Comptroller and Auditor General of India for the financial year 2013-14, as may be deemed fit by the Board."

Smt. Aditi Das Rout, Director (FT/ST), DoC and representative of President of India (a shareholder) seconded the motion.

Chairman put the motion to vote and declared the same as having been carried unanimously on a show of hands.

With all the items of the agenda having been transacted, the Chairman requested Shri Manoj Mishra, Director (Finance) to propose a vote of thanks.

Shri Manoj Mishra thanked all the shareholders present and in particular the representative of the President of India, Smt. Aditi Das Rout, Director (FT/ST), DoC, Chairman Audit Committee, Dr. (Mrs.) B. Kinnera Murthy, and Directors, Shri Naresh Dayal and Shri Uday N. Abhyankar for making it convenient to attend the 57<sup>th</sup> Annual General Meeting. He also placed on record the best efforts made by all the employees of the Company in achieving current level of performance.

The Chairman thereafter declared the meeting as concluded.

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