



THE STATE TRADING CORPORATION OF INDIA LIMITED

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

CIN: L74899DL1956GOI002674

Tel.: 011-23313177 / Fax: 011-23701123, 23701191

E-mail: co@stclimited.co.in/ Web-site: www.stclimited.co.in

POSTAL BALLOT FORM

1. Name and Registered Address of :
the Sole/ First named Shareholder

2. Name(s) of the Joint Holder(s) (if any) :

3. Registered Folio No/ DP ID No. * and Client ID No. :
(*Applicable to shareholders holding shares in dematerialized form)

4. Number of Equity Share(s) held :

5. I/ We hereby exercise my / our vote(s) in respect of the Special resolution to be passed through Postal Ballot for the business enumerated in the Notice dated 10.06.2019 by conveying my / our assent or dissent to the said resolution by placing a tick mark (✓) at the appropriate box below:

Item No	Brief description of the resolution	No of Shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	To sell, assign or otherwise dispose of the immovable properties of the Company as part of one time settlement of dues with banks, to the extent of ₹350 crore (Special Resolution)			

Place:

Date:

.....
Signature of the Shareholder

Note : Last date for receipt of Postal Ballot Form by the Scrutinizer:

Monday, July 15, 2019 on or before 5:00 P.M. (IST)

Please read the instructions printed overleaf before exercising your vote

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage paid envelope. However, envelope containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote;
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. if the form other than the one issued by the company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Monday, the 15th day of July, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. 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 / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at rastogifcs3@gmail.com or cs@stclimited.co.in, with a copy marked to evoting@nsdl.co.in or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage paid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e., 7th June, 2019.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
15. The E-voting period commences on and from Sunday, the 16th day of June, 2019 at 9.00 a.m. and ends on Monday, the 15th day of July, 2019 at 5.00 p.m.
16. The results of the Postal Ballot will be declared on Wednesday, 17th July, 2019 at 2:00 P.M. at the Registered Office of the Company located at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi - 110001. The result of the postal ballot will be posted on the Company's website: www.stclimited.co.in besides communicating the same to National Stock Exchange of India Limited and BSE Limited.

OPTION OF E-VOTING

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the Members of the Company to enable them to cast their votes electronically instead of through Postal Ballot Forms. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.



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POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management & Administration) Rules, 2014, as amended that the following Special Resolution seeking approval of Shareholders is proposed to be passed by Postal Ballot / E-voting:

Special Business, Item No. 1

To consider and if thought fit, to pass the following resolution as a Special Resolution:

1. To sell, assign or otherwise dispose of the immovable properties of the Company as part of one time settlement of dues with banks, to the extent of ₹350 crore

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and the Articles of Association of the Company and subject to other permissions / approvals from any authority including the Government, the consent of the members be and is hereby accorded to the Board of Directors or such persons or such Committees as may be authorised by the Board in this behalf, to sell, assign or otherwise dispose of the immovable properties of the Company and the whole or part of the undertaking of the Company whatsoever to banks as may be mutually agreed upon as part of a one-time settlement of dues to the banks, provided that the aggregate sale consideration on the properties to be so disposed of does not exceed ₹350 crore (Rupees three hundred and fifty crore), irrespective of the amount of net-worth of the Company.

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, be and are hereby authorized to arrange or settle the terms and conditions on which the above sale / disposal / assignment of immovable properties is to be done and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

Explanatory Statement under Section 102 (2) of the Act, pertaining to the proposed Special Resolution setting out the material facts and the reasons thereof along with a Postal Ballot Form is annexed herewith.

The Company has appointed Shri Parveen Rastogi, Proprietor of M/s Parveen Rastogi & Co. Practising Company Secretary, (Membership No. 4764), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice, record your assent (For) or dissent (Against) therein and return the completed Ballot Form in the enclosed self-addressed postage paid envelope. Postal Ballot Form(s) if sent by courier or by registered/speed post at the expense of shareholders or hand delivered will also be accepted. Duly completed Postal Ballot Form(s) should reach the Scrutinizer, on or before 5.00 p.m. on Monday, the 15th day of July, 2019, the last date for receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date will be considered invalid.

E-Voting Option

The Company is pleased to offer e-voting facility pursuant to Rule 22 of the Companies (Management & Administration) Rules, 2014, as amended, also as an alternative which would enable you to cast your votes electronically, instead of sending physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice. Upon completion of the scrutiny of the postal ballot Forms and e-voting by the shareholders, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot will be announced on Wednesday, the 17th day of July, 2019 at the registered office of the Company. The results of the Postal Ballot will also be uploaded on the Company's website www.stclimited.co.in besides sending appropriate communications to BSE Limited and National Stock Exchange of India Limited. Last date of e-voting / receipt of completed Postal Ballot Forms i.e., Monday, the 15th day of July, 2019, shall be the date on which the Special Resolution would be deemed to have been passed by the Shareholders, if approved by requisite majority.

For The State Trading Corporation of India Limited

Place: New Delhi

Date: 10.06.2019

Regd. Office:-

Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi – 110001

Notes:

1. Explanatory Statement for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with the applicable rules thereunder setting out material facts is appended herein below.
2. The Postal Ballot Notice is being sent to the members whose name appear in the Register of Members / Record of Depositories as at the close of business on Friday, the 7th day of June, 2019. The Postal Ballot Notice is being sent by email to the members whose email address is registered with the Company / Depository Participant(s) for communication. For those Members who have not registered their email address, physical copy of the Postal Ballot Notice along with self-addressed postage paid envelope is being sent. The Postal Ballot Notice may also be accessed on Company's Website www.stclimited.co.in.
3. Voting period will commence on and from Sunday, the 16th day of June, 2019 at 9.00 a.m. and end on Monday, the 15th day of July, 2019 at 5.00 p.m.
4. Members can opt for only one mode of voting i.e., either by postal ballot or e-voting. In case any shareholder casts the vote(s) through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate thereof, he or she may send an email to the Company Secretary at cs@stclimited.co.in. The Registrar and Share Transfer Agent / Company shall forward the same along with the self-addressed postage paid envelope to the shareholder.
6. In compliance with the provisions of Sections 108 to 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by National Securities Depository Limited (NSDL). The instructions and process for e-voting is mentioned in this Notice.
7. Members desiring to exercise their 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 Postage paid Envelope to the Scrutinizer so as the reach not later than 5.00 p.m. on Monday, the 15th day of July, 2019. Postal Ballot Forms received after the aforesaid date and time will be considered as if no reply has been received from the shareholder.
8. After completion of scrutiny of votes cast either electronically or through postal ballot, the Scrutinizer will submit his report to the Chairman and results of the voting shall be announced by the Chairman on Wednesday, the 17th day of July, 2019 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company www.stclimited.co.in besides being sent to the Stock Exchanges on the said date.
9. The last date of e-voting / receipt of postal ballot forms for physical voting i.e., Monday, the 15th day of July, 2019 shall be the date on which the Special Resolution would be deemed to have been passed, if approved by requisite majority.
10. Instructions and process for E-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Deepak C S

Company Secretary

Membership No.: FCS 5060

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?	
<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically. Your User ID details are given below : 	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
<ol style="list-style-type: none"> Your password details are given below: <ol style="list-style-type: none"> If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password. How to retrieve your 'initial password'? <ol style="list-style-type: none"> If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your email ID is not registered, your 'initial password' is communicated to you on your postal address. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: <ol style="list-style-type: none"> Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. Now, you will have to click on "Login" button. After you click on the "Login" button, Home page of e-Voting will open. 	

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?
<ol style="list-style-type: none"> After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status. Select "EVEN" of company for which you wish to cast your vote. Now you are ready for e-Voting as the Voting page opens. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

<ol style="list-style-type: none"> Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rastogifcs3@gmail.com or cs@stclimited.co.in 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. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

11. For Members holding shares in dematerialized form whose email IDs are not registered with the Company / Depository Participants and Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice, it may be noted that the Initial User ID & Password is being provided in the Postal Ballot Form. Such members are requested to follow all steps given in Sl. No. 10 above to cast vote. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forget User Details / Password" option available on or contact NSDL at the following toll free no.: 1800-222-990.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 FOR ITEM NO. 1 OF THE ATTACHED NOTICE

The Company is in the process of entering into a one-time settlement of its dues with lender banks for a total amount of approximately ₹1925 crore. The dues are proposed to be repaid, inter alia, by means of realization of about ₹300 crore through sale of Company's freehold/leasehold immovable properties. Approval of members' is sought for an upper limit of ₹350 crore to provide for contingencies, if any.

In terms of the provisions of Section 180(1)(a) of Companies Act, 2013, for sale, lease or otherwise disposal of undertakings in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year, approval of members by means of special resolution is required. Since, the Company's net-worth is negative, approval of members is required for disposal of any property irrespective of value, by implication. Hence the proposal is placed before the members for approval by means of special resolution.

As per the provisions of Section 110 of Companies Act, 2013 and the related Rules, the approval of members can be granted either through postal ballot or at a general meeting in case of companies mandatorily required to provide e-voting facility. The Company proposes to seek members' approval through postal ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 1 of the notice except to the extent of their shareholding or employment in the Company. The Board recommends the resolution under Item No. 1 of the notice for approval of the Members as a Special Resolution.

For The State Trading Corporation of India Limited

Place: New Delhi
Date : 10.06.2019

Deepak C S
Company Secretary
Membership No.: FCS 5060

Regd. Office:
Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi – 110001