

**THE SHIPPING CORPORATION OF INDIA LTD**

**MINUTES OF THE PROCEEDINGS OF THE 65TH ANNUAL GENERAL MEETING OF THE SHIPPING CORPORATION OF INDIA LTD. HELD AT 1530 HRS ON TUESDAY, THE 22ND SEPTEMBER 2015 AT SCI AUDITORIUM, 19TH FLOOR, SHIPPING CORPORATION OF INDIA LTD., SHIPPING HOUSE, 245, MADAME CAMA ROAD, MUMBAI 400021**

1. The following were present:

Shri A.K. Gupta, Chairman & Managing Director	-	In the Chair
Shri Abhinav Gupta	-	as nominee of President of India
Capt. S. Narula	}	as Directors
Capt. B. B. Sinha	}	
Capt. S. Thapar	}	
Capt. K. Devadas	}	
Smt. H.K. Joshi	}	

2. Shri Dipankar Halder, Executive Director (Legal Affairs) & Company Secretary was present.

3. Shri Sharad Abhyankar, Partner – Khaitan & Co, was present as legal advisor.

4. The Representatives of the Statutory Auditors and the Secretarial Auditor Shri Upendra Shukla was present.

5. The Shareholders signed the Attendance Register to record their attendance. Total 225 shareholders were present personally or through proxy/ authorized representatives.

6. In terms of Article 90 of the Articles of Association of the Company, Shri A.K. Gupta, Chairman & Managing Director presided over the 65th Annual General Meeting of the Company.

7. The number of members required to form quorum as per section 103(a) (3) of the Companies Act 2013 being present, the Chairman declared commencement of 65th Annual General Meeting of the Company at 1530 hrs. He welcomed the members and all others present at the meeting.

8. Chairman, thereafter stated that the Minutes book and the audited accounts for the year 2014-15 were on the table for inspection by the members.

9. The Register of Directors' Shareholdings and Proxy Register, maintained in pursuance of the Companies Act 2013 was also available for inspection at the venue of the meeting.

10. Chairman informed the shareholders that the Company had given the facility of e-voting which was open from 19.09.2015 to 21.09.2015. Chairman further stated that



those shareholders who could not exercise the facility of e-voting may cast their votes through ballot paper.

11. The Chairman requested the Company Secretary to read the notice convening the 65th Annual General Meeting and thereafter read out the Auditors report relating to the Accounts for the above period. On the request of a shareholder the notice of the meeting was taken as read. Thereafter, Shri Haldar, Company Secretary read the qualifications of the Statutory Auditors as contained in the Annual Report, to the shareholders as per Section 145 of the Companies Act 2013.

12. This was followed by the Chairman's speech. Chairman in his speech briefed the shareholders about the present economy and the global shipping scenario. He also informed the shareholders about the trends prevailing in various business segments of SCI like dry bulk, Tanker and Container services. Speaking about the dry bulk segment, Chairman stated that over supply of vessels is likely to increase and there are no signs of any significant revival in this business. Chairman further stated that the freight per TEU in container services has reduced to a 30-year low. Chairman further briefed the shareholders about the oil prices and its impact on the shipping business. He spoke about SCI's share price which now stands at Rs.73. Chairman assured the shareholders that Management remains focussed in its efforts to give value to its shareholders. He further informed the shareholders about the various initiatives taken by SCI to encourage 'Make in India' campaign and also its efforts in introducing ISO in all the vessels besides shore offices. Finally, Chairman expressed his gratitude to Government of India, DPE for their immense support and valuable guidance given to SCI in turbulent times. He also thanked the Auditors, CAG for their co-operation as also the lenders & vendors for their support. Chairman also thanked the shareholders for their confidence in the company.

13. Thereafter, the shareholders raised their queries and observations. Some of the shareholders appreciated the efforts taken by the Management in bringing profits for this financial year after suffering losses for three consecutive years. Most of them looked forward to these efforts & momentum being maintained. Few shareholders appreciated the investor friendly presentation of the Annual Report. The queries and the observations raised by the said shareholders were related mainly to non-payment of dividend to the shareholders, reduction in finance cost, status of short term loans compared to last year, CSR activities, Qualifications in the Auditors Report, loss on foreign currency transactions compared to last financial year, Increase in provision for doubtful debts, RTI appeals; whether any penalty has been imposed on SCI, system issues, demat and physical form of shareholding, setting up of solar power in SCI, attrition rate etc.

14. Chairman addressed the above queries raised by the shareholders to their satisfaction and also stated that their other suggestions have been noted and necessary efforts will be initiated wherever implementable.

15. Thereafter, on request from Chairman, Shri Abhinav Gupta, Nominee of the President of India addressed the meeting.

16. During the meeting, 82 shareholders voted through ballot paper for the following resolutions:



ORDINARY BUSINESS

**17. Item No. 1 of the Notice**

ADOPTION OF BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2015, P&L ACCOUNT FOR THE YEAR ENDED ON THAT DATE AND REPORTS OF AUDITORS & DIRECTORS THEREON

17.1 RESOLVED THAT the Audited Balance Sheet of The Shipping Corporation of India Ltd. as at 31<sup>st</sup> March 2015 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors as circulated to the Shareholders, be and are hereby approved and adopted.

**18. Item No. 2 of the Notice**

REAPPOINTMENT OF CAPT B. B. SINHA AS A DIRECTOR

18.1 RESOLVED THAT Capt B. B Sinha, who retires as a Director of the Company at this meeting in accordance with section 152 of the Companies Act, 2013, be and is hereby reappointed.

**19. Item No. 3 of the Notice**

19.1 REAPPOINTMENT OF CAPT S NARULA AS A DIRECTOR

RESOLVED THAT Capt S Narula, who retires as a Director of the Company at this meeting in accordance with section 152 of the Companies Act, 2013, be and is hereby reappointed.

**20. Item No.4 of the Notice**

20.1 FIXATION OF REMUNERATION OF AUDITORS.

RESOLVED THAT the remuneration of the Joint Statutory Auditors M/s. MKPS & Associates, Mumbai and M/s. G. M. J. & Co, Mumbai who were appointed for the financial year 2015-16 by the Comptroller & Auditor General of India pursuant to Section 139 of the Companies Act, 2013, be and is hereby approved to be fixed at Rs. 30.40 lakhs per annum in terms of Section 142 of the Companies Act, 2013, to be shared equally by the aforesaid audit firms i.e. Rs. 15.20 lakhs per audit firm as Statutory Audit Fees (exclusive of limited review fees, out-of-pocket expenses, service tax, certification work, and other expenses, as applicable), with effect from the financial year 2015-16.



21. **Item No.5 of the Notice**

21.1 **APPOINTMENT OF CAPT. K DEVADAS AS A DIRECTOR**

RESOLVED THAT Capt. K Devadas who was appointed a Director by the Board of Directors under section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting pursuant to the said Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

22 **Item No.6 of the Notice**

22.1 **APPOINTMENT OF SMT H.K.JOSHI AS A DIRECTOR**

RESOLVED THAT Smt. H.K.Joshi, who was appointed as Director by the Board of Directors under section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting pursuant to the said Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

23. The Chairman thanked all present at the meeting and declared the 65th Annual General meeting of the Company as concluded.



Mumbai

  
Chairman