





लोक उद्यम विभाग
Department of Public Enterprises
भारी उद्योग और लोक उद्यम मंत्रालय
Ministry of Heavy Industries & Public Enterprises
भारत सरकार
Government of India

समझौता ज्ञापन उत्कृष्टता प्रमाण-पत्र
MoU Excellence Certificate
2006-07

समझौता ज्ञापन लक्ष्यों की उपलब्धि में उत्कृष्टता हेतु
भारत के माननीय प्रधानमंत्री डॉ. मनमोहन सिंह द्वारा
15 अक्टूबर, 2009 को नई दिल्ली में

"शिपिंग कारपो. ऑफ़ इंडिया लि."

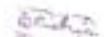
को प्रदान किया गया।

Presented to **"Shipping Corporation of India Ltd."**
for excellence in the achievement of MoU Targets

by Dr. Manmohan Singh, Hon'ble Prime Minister of India
On 15th October, 2009 at New Delhi.

15 अक्टूबर, 2009
15th October, 2009

नई दिल्ली
New Delhi



भास्कर चटर्जी
सचिव, भारत सरकार

Bhaskar Chatterjee
Secretary to the Government of India

The Shipping Corporation of India Ltd. - Navigating the tides of challenge and change

Since its incorporation on October 2, 1961, Shipping Corporation of India has today emerged as the undisputed leader in India's shipping industry.

The growth of SCI can be seen from the expanding fleet capacity which currently stands at 5.1 million Dwt. from a humble beginning of 0.19 million Dwt. in 1961. Owning a diversified fleet of 74 vessels ranging from crude and product carriers to bulk carriers and container vessels to off shore vessels, acid carriers, phosphorus and ammonia carriers, Shipping Corporation of India Ltd. renders multitude of services spanning every conceivable application. Shipping Corporation of India is the only Indian Company which through its Joint Ventures has significant presence in the LNG sector.

Through all the development and diversifications, certain constants have held steady. There has been a continuing effort to absorb and incorporate 'state-of-the-art' technologies, part of a larger driver to achieve high performance and efficiency in operations while remaining in step with the changing market realities and emerging customer needs. The focus has been equally strong on the human factor, with stress on training, safety and security.

These strategic priorities have, of course, been reflected in good financial results, meritorious value creation and viable returns for all the stakeholders and customers.

As it sets sail into its next half-century, SCI reaffirms its commitment to growth through visionary planning combined with sustained excellence in all areas.

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BOARD OF DIRECTORS



Shri S. Hajara
Chairman & Managing Director



Shri Vijay Chhibber
Government Director



Shri Rajeev Gupta
Government Director



Shri J. N. Das



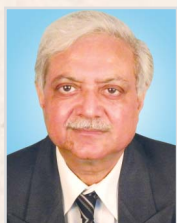
**Rear Admiral (Retd.)
T. S. Ganeshan**



Shri U. C. Grover*



Shri Kailash Gupta



Prof. Sushil Khanna



Shri B. K. Mandal



Shri Nasser Munjee



Capt. K. S. Nair



**Shri Arun
Ramanathan**



Shri U. Sundararajan



Shri S. C. Tripathi



**Shri Arun Kumar
Verma**

Shri Dipankar Halder
SVP (Legal Affairs) &
Company Secretary

Messrs. **P.S.D. & Associates**, Jaipur
Messrs. **Sarda & Pareek**, Mumbai
Auditors

Messrs. **MULLA & MULLA &
CRAIGIE BLUNT & CAROE**
Solicitors

Registered Office: Shipping House, 245, Madame Cama Road, Mumbai 400 021.

Registrar & Transfer Agents: M/s. Sharepro Services (India) Pvt. Ltd., Samhita Warehousing Complex,
Gala No-52 to 56, Bldg No.13 A - B, Near Sakinaka Telephone Exchange, Andheri-Kurla Road,
Sakinaka, Mumbai-400072.

(Investor Relation Centre) 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai-400 021.

Photographs of Directors (other than S/Shri S. Hajara, Vijay Chhibber and Rajeev Gupta) appear in alphabetical order of Surnames.

**Superannuated on 31.08.2010*

BRIEF PROFILE OF THE DIRECTORS OF THE COMPANY

Shri S. Hajara is Chairman & Managing Director since September 2005 before which he held the post of Director (Personnel & Administration). He holds a Bachelor's degree in Science - Chemistry and a Post Graduate Diploma in Management from IIM, Kolkata. He also holds a degree in Law, diploma in Professional Ship Management, Norwegian Shipping Academy, Oslo. He is also experienced in marketing, chartering, import operations, liner conference / bilateral matters, commercial operations in liner, bulk and tanker.

Shri Vijay Chhibber, Additional Secretary and Financial Advisor, Ministry of Shipping, an ex-officio part-time Director of the Company was appointed on Board of Directors in December 2008. Shri Chhibber, an I.A.S. Officer of the Manipur Tripura cadre, holds a Graduate and Post Graduate Degree in History from St. Stephen's College, University of Delhi. He held several posts in both the State and Central Governments and was the Under Secretary and Deputy Secretary in the Department of Commerce, Deputy Director in AIIMS, Director in Cabinet Secretariat and Joint Secretary in Department of Fertilizers. He has also worked as Deputy and Joint Secretary in the Departments of Energy, Public Works, as Director in Department of Industries and Secretary to the Chief Minister Manipur. He was also a District Magistrate of Ukhrul District in Manipur. He has held the post of Principal Secretary/Commissioner, Government of Manipur with responsibilities relating to Finance, Health, Education, Public Health & Engineering, Social Welfare, Tribal Welfare, Elections, etc. He has also been the Chief Election Officer of the State of Manipur. He is also an alumni of the National Defence College.

Shri Rajeev Gupta, Joint Secretary (Shipping), Ministry of Shipping, an ex-officio part-time Director of the Company, was appointed on the Board of Directors in June 2007. Shri Rajeev Gupta, an I.R.S.M.E. Officer, is a graduate in both Mechanical and Electrical Engineering. He has had experience in shipping, inland waterways, chartering, enterprise planning, vigilance, human resource management among other subjects. He has held several posts in Central Governments and was in the Railway Board and was involved in formulating the Tenth Five Year Plan for Railways.

Shri J.N. Das is Director (Liner & Passenger Services) since December 2007. He is a Marine Engineer from Marine Engineering Training College (DMET), Kolkata and possesses First Class Engineer (MOTOR) Certificate of Competency from MOT. He is a member of the Institute of Engineers (MIE India) and a fellow of Institute of Marine Engineers (FIME) India. He has vast experience in shipping management, bulk carriers, tankers, chemicals, LPG & LNG operations, new building and offshore services.

Rear Admiral (Retd.) T.S. Ganeshan is a part-time non-official Director inducted on the Board in August 2010 and is the Chairman of the Remuneration Committee. He is an electrical engineer. He has served in the Indian Navy for over three decades. He has held various posts including that of Director (Ship Production), Director (Naval Design) at Naval Headquarters and Project Director (Electronics, Weapons & IT) for the nuclear submarine project (ATV). He has vast experience in naval shipbuilding and management of Public Sector Undertaking. He is the recipient of Nao Sena & Vishisht Seva medals and is an alumni of the National Defence College. He has been the Chairman & Managing Director of GRSE (Garden Reach Shipbuilders and Engineers Ltd.), Kolkata, a Defence PSU, from May 2005 to April 2008.

Shri U.C. Grover is Director (Technical & Offshore Services) since April, 2006. He is a Marine Engineer from Marine Engineering College (DMET), Kolkata and possesses First Class Engineer (MOTOR) Certificate of Competency from MOT. He has vast experience and knowledge in ship acquisitions, project management, new business development, commercial operations in Liner & Container Services, Marketing, Liner Conferences/ Bilateral Matters, Stevedoring Operations, Bulk Carrier & Tanker Operations, Fleet Management, etc. He also has the experience in Maritime Training, Safety and Marine Environment Protection, development and implementation of the requirements of ISM Code in the Company and fleet.

Shri Kailash Gupta is Director (Personnel & Administration) since July 2006. He is a post graduate in Personnel Management from XLRI, Jamshedpur, and also has degree in law from the University of Delhi. Shri Gupta has also worked with NALCO Ltd. as General Manager (HRD & Administration) for over six years prior to joining SCI.

Prof. Sushil Khanna is a part-time non-official Director inducted on the Board in August 2010 and is a member of the Remuneration Committee. He is B.Sc. (major in Physics) and is a fellow of Indian Institute of Management, Kolkata and has a post graduate diploma in management from IIM, Kolkata. He is a professor of Strategic Management and Economics at the Indian Institute of Management Kolkata. He has three decades of experience; first, as an investment banker, and then as an academic in the areas of corporate strategy, organisational restructuring, finance and general management. He has also served as a consultant and advisor for large number of public and private sector companies in India and Bangladesh.

Shri B.K. Mandal is Director (Finance) since November 2005 and is a post graduate in Management from the Indian Institute of Management, Ahmedabad, and also a Fellow member of the Institute of Cost & Works Accountants of India. Shri Mandal was working in NTPC Ltd., Delhi, as General Manager (Finance) and has also worked with BHEL in the initial years of his career. Besides he is also a member in Investor Grievance Committee.

Shri Nasser Munjee is a part-time non-official Director inducted on the Board in August 2007 and reappointed in August 2010 based on the fresh nomination received from the Ministry of Shipping. He is the Chairman of the Sub-Committee of the Board for raising finance and is also a member of the Remuneration Committee. He is presently the Chairman of Development Credit Bank (DCB) and was the former Managing Director & CEO of the IDFC. He holds a Master's degree from the London School of Economics, U.K. His journey in creating financial institutions began with the HDFC (which he has been assisting since its inception in 1978) and he joined the Board as an Executive Director in 1993 with primary responsibility for resource mobilization, research, publications, training, communication and managing the Centre for Housing Finance. He has deep interest for rural development, housing finance, urban issues, specially the development of modern cities and humanitarian causes. Shri Munjee is also a Technical Advisor on the various Funds of the World Bank and the memberships held by him include that of the Goa Planning Board, Managing Committee of the Bombay Chamber of Commerce & Industry and CII, Western Region. He is also on the Board of Governors of the NMIMS and a Member and Honorary Distinguished Professor at IIT, Kanpur. He continues to be on the Board of HDFC and the Board of other companies and several other institutions as Chairman, Member of the Board or as a Trustee.

Capt. K.S. Nair is Director (Bulk Carrier & Tankers) since November 2008. He has graduated in Commerce with specialization in banking from Pune University and has obtained Certificate of Competency for Master (Foreign going) from the Directorate General of Shipping, Government of India. He has been the Dean of Nautical Studies in the SCI's Maritime Training Institute, Powai. Capt. Nair has been instrumental in expanding full fledged operations of the SCI's Chennai Office when it was created in 1987 and had also set up the SCI Shanghai Representative Office.

Shri Arun Ramanathan is a part-time non-official Director inducted on the Board in August 2010. He is a member of the Audit Committee and Shareholders'/Investors' Grievance Committee. He joined the IAS in July 1973. Apart from holding post graduate degrees in Nuclear Physics, Business Administration and Development Economics, he is also an Associate Member of the Institute of Cost and Works Accountants of India. In the IAS, he has held several assignments in Industry, Finance, Food, Consumer Protection, Transport and General Administration. In the Government of India, he was Secretary (Chemicals & Petrochemicals), Secretary (Financial Services) and finally the Union Finance Secretary. Shri Ramanathan was the Finance Secretary at the time of the global financial crisis and was nominated by the Prime Minister to chair the Group of Secretaries to recommend measures needed to counter the meltdown in the financial and industrial sectors.

Shri U. Sundararajan is a part-time non-official Director inducted on the Board in July 2007 and reappointed in August 2010 based on the fresh nomination received from the Ministry of Shipping. He is also the Chairman of the Audit Committee of the Board and member of the Strategic Committee. He was the former Chairman and Managing Director of BPCL. He is a Cost Accountant and has vast experience and knowledge in financial management and general management. He has also served as part time External Director on the Board of several companies which include Gujarat State Petronet Ltd. and Larsen & Toubro Ltd.

Shri S.C. Tripathi is a part-time non-official Director inducted on the Board in December 2007 and reappointed in August 2010 based on the fresh nomination received from the Ministry of Shipping. He is an IAS and was the former Secretary to Government of India and had rich experience in finance, economics and in petroleum sector. Shri Tripathi, an M.Sc. (Physics-Specialisation in Electronics), LL.B., PG Diploma in Development Studies (Cantab.), AIMA Diploma in Management, started his career as Lecturer in Physics in 1964 and joined the Indian Administrative Service in 1968 (Second Rank in the country). He spent nearly 20 years in Finance and Industry sectors at Chief Executive / Secretary levels at the State and Central Government and in representative capacity at international levels. Shri Tripathi retired as Secretary, Ministry of Petroleum and Natural Gas in the Government of India in December 2005.

Shri Arun Kumar Verma is a part-time non-official Director inducted on the Board in August 2010 and he is a member of the Audit Committee and Shareholders'/Investors' Grievance Committee. He is a practicing Chartered Accountant from Bhubaneswar. He is also a Law Graduate. He has vast experience in areas concerning Accounts, Audit, Finance and Law.

NOTICE OF MEETING

NOTICE is hereby given that the 60th 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, Mumbai - 400 021 at 1630 hrs. on Wednesday, the 29th September 2010 to transact the following as:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2010, Profit & Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri B.K. Mandal who retires at this meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Kailash Gupta who retires at this meeting and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri J.N. Das who retires at this meeting and being eligible, offers himself for re-appointment.
6. To fix remuneration of auditors.

SPECIAL BUSINESS BY ORDINARY RESOLUTION

7. To appoint a Director in place of Shri Nasser Munjee who under Article 125 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and from whom the Company has received a notice in writing signifying his candidature to the office of Director and who is eligible for appointment.
8. To appoint a Director in place of Shri S.C. Tripathi who under Article 125 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and from whom the Company has received a notice in writing signifying his candidature to the office of Director and who is eligible for appointment.
9. To appoint a Director in place of Shri U. Sundararajan who under Article 125 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and from whom the Company has received a notice in writing signifying his candidature to the office of Director and who is eligible for appointment.
10. To appoint a Director in place of Prof. Sushil Khanna who under Article 125 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and from whom the Company has received a notice in writing signifying his candidature to the office of Director and who is eligible for appointment.
11. To appoint a Director in place of Shri Arun Kumar Verma who under Article 125 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and from whom the Company has received a notice in writing signifying his candidature to the office of Director and who is eligible for appointment.
12. To appoint a Director in place of Shri Arun Ramanathan who under Article 125 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and from whom the Company has received a notice in writing signifying his candidature to the office of Director and who is eligible for appointment.
13. To appoint a Director in place of Rear Admiral (Retd.) T.S. Ganeshan who under Article 125 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and from whom the Company has received a notice in writing signifying his candidature to the office of Director and who is eligible for appointment.

BY SPECIAL RESOLUTION

14. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of the Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 as amended (**“Companies Act”**) (including any statutory modification(s) or re-enactment thereof, for the time being in force), any other applicable laws including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**) and other applicable SEBI regulations and guidelines, the provisions of the Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited, the National Stock Exchange of India Limited, The Calcutta Stock Exchange Association of India Limited, Delhi Stock Exchange Limited and Madras Stock Exchange Limited (**“Stock Exchanges”**) on which its Equity Shares are listed, the provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approval of the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and all other appropriate statutory and governmental authorities, and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the **“Board”**) or any duly constituted Committee of the Board and in accordance with the approval of the Cabinet Committee on Economic Affairs, Government of India (**“CCEA”**) for the Follow-on Public Offer with regard to the number and percentage of Equity Shares to be issued and allotted by the Company (the **“Fresh Issue”**) and the number and percentage of Equity Shares to be offered and sold therein by the President of India, acting through the Ministry of Shipping, Government of India, and such other conditions as may be prescribed by the Government of India, approval be and is hereby accorded to offer, issue and allot new Equity Shares under the fresh issue and to include such number and percentage of equity shares as the Offer for Sale as may be requested to be undertaken by the President of India on behalf of the Government of India and the Fresh Issue together with the Offer for Sale in the aggregate shall not exceed 20% of the pre-issue paid-up capital of the Company (the **‘issue’**), to such person or persons, who may or may not be the shareholders of the Company, as the Board (or any duly constituted Committee thereof) may at its sole discretion decide, including eligible investors (whether residents and/or non-residents and/or institutions/incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets) including Non-resident Indians, Foreign Institutional Investors (FIIs), Venture Capital Funds, Foreign Venture Capital Investors, Multilateral and Bilateral Financial Institutions, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, and such other entities who constitute Qualified Institutional Buyer in terms of Regulation 2(zd) of the ICDR Regulations and bodies corporate, companies, private or public or other entities, authorities and eligible employees by way of an employee reservation and to such other persons in one or more combinations thereof through a public issue in one or more tranches and including a green-shoe option, if any, at such price as may be determined through the book-building process or any other process under the ICDR Regulations in consultation with advisors or such persons and on such terms and conditions as may be finalised by the Board or a duly constituted Committee thereof.

RESOLVED FURTHER that the Equity Shares to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of Equity Shares, the Board be and is hereby authorised to determine the terms of the issue, including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, issue price, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (such as retail, employees and existing shareholders), including accepting applications through Application Supported by Blocked Amount (**“ASBA”**) method, , and exercise of a green-shoe option, if any, listing on one or more stock exchanges in India or abroad as the Board in its absolute discretion deems fit and to do all such acts, deeds, matters and things and

execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to a public issue, and the transfer, allotment and utilisation of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any Committee of the Board thereof or by the Chairman & Managing Director of the Company, as the Board may constitute/ authorise in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee or any one or more Directors of the Company.”

**By Order of the Board of Directors
for The Shipping Corporation of India Ltd.**

Dipankar Haldar
Senior Vice President (Legal Affairs) & Company Secretary

Registered Office:

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

Dated : 11th August, 2010

Notes:

- a) 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.
- b) Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of Item No. 7 to 14 of the Notice set out above is annexed hereto.
- c) The Register of Members and the Share Transfer Books of the Company will remain closed from 22.09.2010 to 29.09.2010 (both days inclusive).
- d) Members are requested to notify any change in their address to the Share Transfer Agents of the Company at the following address:

M/s. Sharepro Services (India) Pvt. Ltd.
Samhita Warehousing Complex
Gala No. 52 to 56, Bldg. No.13 A-B
Near Sakinaka Telephone Exchange
Andheri - Kurla Road, Sakinaka
Mumbai - 400072.

- e) Pursuant to the provisions of Section 205A of the Companies Act, 1956, 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/their dividend warrant(s) is/are requested in his/their own interest to write to the Company Secretary immediately for claiming outstanding dividend declared by the Company for the year 2003-2004 and onward. The investor may also visit shipindia.com

The dividend paid for the years 1999-2000, 2000-01(Interim), 2000-01(Final), 2001-02(Interim) and 2002-03 (Interim) and remaining unclaimed/unpaid has already been transferred to the IEPF.