

THE SHIPPING CORPORATION OF INDIA LTD.

**MINUTES OF THE PROCEEDINGS OF THE 59TH ANNUAL
GENERAL MEETING OF THE SHIPPING CORPORATION OF
INDIA LTD. HELD AT 1530 HRS. ON WEDNESDAY, THE
30TH SEPTEMBER 2009 AT THE REGISTERED OFFICE OF
THE COMPANY AT "SHIPPING HOUSE", 245, MADAME
CAMA ROAD, MUMBAI – 400 021**

1 The following were present:

Shri S. Hajara,
Chairman & Managing Director - in the Chair.

Shri S.K. Sethi } as nominee of the President of India.

Shri B.K. Mandal }
Shri U.C. Grover } as Directors & Shareholders
Shri Kailash Gupta }
Shri J.N. Das }
Capt. K.S. Nair }

Shri U. Sundararajan } as Director & Chairman of the
} Audit Committee.

and 154 other Shareholders and 24 Proxies.

2 Shri Dipankar Haldar, Sr. Vice President (Legal Affairs) & Company Secretary,
was present.

3 The Shareholders signed the Attendance Register to record their attendance.

4 In terms of Article 90 of the Articles of Association of the Company,
Shri S.Hajara, Chairman & Managing Director presided over the 59th Annual General Meeting
of the Company.

5 The number of members required to form quorum as per the provisions of the
Companies Act, 1956 and the Articles of Association, being present, the Chairman declared
commencement of the 59th Annual General Meeting of the Company. He welcomed the
members and all others present at the meeting.

6 Chairman thereafter stated that the Minutes Book and the Audited Accounts for
the year 2008-2009 were on the table for inspection by persons having the right to attend the
meeting.

7 The Register of Directors' Shareholdings kept in pursuance of Section 307 of
the Companies Act, 1956 was available for inspection at the venue of the meeting.

8 The Chairman requested the Company Secretary to read the Notice convening
the 59th Annual General Meeting and thereafter the Auditors' Report relating to the Accounts

for the above period and also the comments of the Comptroller and Auditor General of India under Section 619(4) of the Companies Act, 1956 relating to the Accounts for the year ended 31st March 2009.

9 Accordingly, the Company Secretary read out the Notice dated 29th July 2009 convening the 59th Annual General Meeting and the Report of the Auditors to the Shareholders and also the comments of the Comptroller and Auditor General of India on the audited Accounts of the Company for the year ended 31st March 2009.

10 Chairman delivered his speech.

11 Copies of the Chairman's Speech were distributed to the members and all others present.

12 The meeting then proceeded with the transaction of business, as set out in the Notice calling the meeting.

ORDINARY BUSINESS

ITEM NO. 1 OF THE NOTICE

ADOPTION OF THE BALANCE SHEET AS AT 31ST MARCH 2009, P&L ACCOUNT FOR THE YEAR ENDED ON THAT DATE AND REPORTS OF AUDITORS & DIRECTORS THEREON.

13 Smt. Shobhana S. Mehta proposed the following resolution.

“RESOLVED THAT the Audited Balance Sheet of The Shipping Corporation of India Ltd. as at 31st March 2009 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.”

14 Shri Gautam K. Tiwari seconded the resolution.

15 Chairman invited comments from the members present at the meeting.

16 Some shareholders spoke at the meeting and among the questions raised were those relating to the Company's future plans, acquisition and diversification programmes, offshore activities, container services, risk management, joint ventures, capital expenditure, future prospects, shortage of fleet manpower, conference lines, measures adopted to face piracy, etc. These were suitably replied by the Chairman to the satisfaction of the members.

17 There being no further comments on the Accounts, the Chairman put the resolution to vote. Majority of the members present in the meeting supported the Resolution. The Chairman thereafter declared the same as carried by majority.

ITEM NO. 2 OF THE NOTICE

DECLARATION OF FINAL DIVIDEND

18 Smt. Shobhana S. Mehta proposed the following resolution.

“RESOLVED THAT the final dividend @ Rs. 6.5 per share for the year ended 31.03.2009, absorbing a sum of Rs.275,24,48,693/-, be and is hereby declared payable to those shareholders whose names stand on the Register of Members of the Company as on 23rd September 2009.”

19 Shri H.M. Makhijani seconded the resolution.

20 Chairman put the resolution to vote. All the members present in the meeting unanimously supported the Resolution. The Chairman thereafter declared the same as carried unanimously.

ITEM NO. 3 OF THE NOTICE

REAPPOINTMENT OF DR. BAKUL H. DHOLAKIA AS A DIRECTOR

21 Shri Gautam K. Tiwari proposed the following resolution.

“RESOLVED THAT Dr. Bakul H. Dholakia, who retires as a Director of the Company at this meeting in accordance with Article 137 of the Company’s Articles of Association, be and is hereby reappointed.”

22 Shri S.A. Kamath seconded the resolution.

23 Chairman put the resolution to vote. Majority of the members present in the meeting supported the Resolution. The Chairman thereafter declared the same as carried by majority.

ITEM NO. 4 OF THE NOTICE

REAPPOINTMENT OF SHRI KESHAV SARAN AS A DIRECTOR

24 Shri B.G. Parikh proposed the following resolution.

“RESOLVED THAT Shri Keshav Saran, who retires as a Director of the Company at this meeting in accordance with Article 137 of the Company’s Articles of Association, be and is hereby reappointed.”

25 Shri A.K. Nalladaru seconded the resolution.

26 Chairman put the resolution to vote. All the members present in the meeting unanimously supported the Resolution. The Chairman thereafter declared the same as carried unanimously.

ITEM NO. 5 OF THE NOTICE

REAPPOINTMENT OF SHRI NASSER MUNJEE AS A DIRECTOR

27 Shri T.M. Davar proposed the following resolution.

“RESOLVED THAT Shri Nasser Munjee, who retires as a Director of the Company at this meeting in accordance with Article 137 of the Company’s Articles of Association, be and is hereby reappointed.”

28 Shri B.C. Dalal seconded the resolution.

29 Chairman put the resolution to vote. All the members present in the meeting unanimously supported the Resolution. The Chairman thereafter declared the same as carried unanimously.

ITEM NO. 6 OF THE NOTICE

REAPPOINTMENT OF SHRI SUSHIL TRIPATHI AS A DIRECTOR

30 Shri H.M. Makhijani proposed the following resolution.

“RESOLVED THAT Shri Sushil Tripathi, who retires as a Director of the Company at this meeting in accordance with Article 137 of the Company’s Articles of Association, be and is hereby reappointed.”

31 Smt. V.A. Mascarenhas seconded the resolution.

32 Chairman put the resolution to vote. All the members present in the meeting unanimously supported the Resolution. The Chairman thereafter declared the same as carried unanimously.

ITEM NO. 7 OF THE NOTICE

FIXING REMUNERATION OF THE AUDITORS

33 Smt. Shobhana Mehta proposed the following resolution.

“RESOLVED THAT the remuneration of the Joint Statutory Auditors M/s.S.Bhandari & Co. and M/s. Khandelwal Jain & Co. who were appointed for the financial year 2009-2010 by the Comptroller & Auditor General of India pursuant to Section 619(2) of the Companies Act, 1956, be and is hereby approved to be fixed at Rs.23.10 lacs per annum in terms of Section 224(8)(aa) of the Companies Act, 1956, to be shared equally by the aforesaid audit firms i.e. Rs.11.55 lacs per audit firm in addition to the out-of-pocket expenses, service tax, certification work and other expenses, as applicable, for the financial year 2009-2010.”

34 Shri P.P. Sampat seconded the resolution.

35 Chairman put the resolution to vote. All the members present in the meeting unanimously supported the Resolution. The Chairman thereafter declared the same as carried unanimously.

SPECIAL BUSINESS

ITEM NO. 8 OF THE NOTICE

APPOINTMENT OF SHRI CAPT. K.S. NAIR AS A DIRECTOR

36 Shri G.K. Tiwari proposed the following resolution.

“RESOLVED THAT Capt. K.S. Nair who was appointed a Director by the Board of Directors under Article 125 of the Company’s Articles of Association and who holds office upto the date of this Annual General Meeting pursuant to the said Article and Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.”

37 Shri B.G. Parikh seconded the resolution.

38 Chairman put the resolution to vote. All the members present in the meeting unanimously supported the Resolution. The Chairman thereafter declared the same as carried unanimously.

VOTE OF THANKS

39 Shri S.K. Sethi thanked the Chairman for having presided over the 59th Annual General Meeting and for conducting the business in a smooth and orderly manner. He also thanked all present for attending the meeting and making it a grand success.

40 The Chairman thanked all present at the meeting and declared the 59th Annual General Meeting of the Company as concluded.