

Ref : FIN/SECY/294

26th September 2015

The General Manager (Listing)
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700 001

Scrip Code : 1002993

The General Manager (Listing)
Bombay Stock Exchange Limited
Corporate Relationship Department.
1st Floor, New Trading Ring
Rotunda Bldg., P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code : 522085

Dear Sir,

Sub : **Outcome of 85th Annual General Meeting
of the Company held on 24th September, 2015**

Further to our letter reference FIN/SECY/293 dated 24th September, 2015 and pursuant to the requirement of the Listing Agreement, we would like to inform you that the members of the Company at the 85th Annual General Meeting held on 24th September, 2015, inter alia, have passed the following resolutions through electronic voting as well as submission of ballots:-

AS ORDINARY BUSINESSES & AS ORDINARY RESOLUTIONS

1. "RESOLVED THAT the Audited Accounts of the Company for the financial year ended 31st March 2015 together with the reports of the Auditors and the Directors as circulated amongst the Members and placed before the Meeting be and are hereby adopted and passed as correct."
2. "RESOLVED THAT Mr. Gouri Prasad Goenka (DIN-00030302), a Director of the Company, who retires by rotation and being eligible, offers herself for re-election, be and is hereby re-elected as Director of the Company."


DUNCAN GOENKA

5. **"RESOLVED THAT** pursuant to the applicable provisions of Section 152, Chapter XIII and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Schedule V of the Act and subject to such other consents, permissions, sanctions and approvals as may be required from Central Government, the Company hereby accords its approval to the appointment of Mr. Debashis Chakravarty (DIN: 07049659) as the Managing Director & CEO of the Company for a period of three years with effect from 1st December, 2014 on such terms and conditions including remuneration by way of salary and perquisites during the aforesaid period, as set out in the Explanatory Statement annexed to the Notice, provided that in the event of loss or inadequacy of profit in any financial year the aforesaid remuneration shall be considered as a minimum remuneration payable to Mr. Debashis Chakravarty during the currency of his tenure as aforesaid in terms of Schedule V, Part II, Section II of the Companies Act, 2013, subject to the approval of the Central Government and that an Agreement, a draft of which is placed before the Meeting, approved and initialed by the Chairman for the purpose of identification, be entered into with Mr. Debashis Chakravarty as Managing Director, with a liberty to alter, vary and modify the terms and conditions of the said appointment and / or remuneration and / or terms of the Agreement referred to above in such manner as may be agreed between the Board of Directors and Mr. Debashis Chakravarty and as laid down under the Act or any amendment / statutory modifications thereto."

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, West Bengal/ Ministry of Corporate Affairs"

6. **"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, West Bengal, to add the following clauses in the object clause of the Memorandum of Association of Company:

(29) To engage in the business of designing, development, manufacture, installation, commissioning, maintenance and servicing of Biological Toilet Systems which convert human waste to liquid effluent compatible



3. **"RESOLVED** that pursuant to Section 139 of the Companies Act, 2013 (the Act) read with the Companies (Audit & Auditors) Rules, 2014 and any other applicable provisions of the Act, as amended from time to time, the appointment of M/s. Lodha & Co. (Firm Registration No. 301051E), Chartered Accountants, as the Statutory Auditor of the Company made at the Eighty-Fourth Annual General Meeting (AGM) of the shareholders of the Company held on 26th September, 2014 with effect from the conclusion of the said AGM till the conclusion of the 87th AGM subject to ratification at the 85th AGM with respect to the Financial Year 2015-16, be and is hereby ratified on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus service tax and reimbursement of out-of-pocket expenses, as may be actually incurred."

AS SPECIAL BUSINESSES

4. **"RESOLVED THAT** pursuant to Sections 149 & 152 of the Companies Act, 2013, read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the said Act, any other applicable provisions of the said Act and Clause 49 of the Equity Listing Agreement with Stock Exchanges, the consent of the shareholders of the Company be and is hereby accorded to the appointment of Ms. Savita Laxmipathy Acharya (holding Director Identification Number 07038198), who has duly filed with the Company the requisite declaration as per Section 149(7) of the said Act and who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 19th May, 2015 under the powers conferred by Section 161 of the said Act read with Article 88 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director pursuant to Section 160 of the said Act, as an Independent Director of the Company, whose period of office shall not be liable to be determined by retirement of Directors by rotation, for a period of five years with effect from 19th May, 2015.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, West Bengal"


DUNCAN GOENKA



with environmental standards, to be used either on rental basis or outright sales in villages, slums, exhibition malls, construction sites, disaster management sites, private homes, recreation vehicles, long distance buses etc., wherever there is no septic tank and/or sewerage systems and to design, develop and warehouse moulds/dies/jigs/fixtures etc., required for manufacture and assembly of Biological Toilet Systems and to develop water purification systems using filtration, UV and RO systems to manufacture Zero Discharge Toilets which purify and recycle discharge effluent into flush water.

(30) To engage in the business of Design, Engineering, Development, Manufacturing, Supply, Installation, Testing, Commissioning, Servicing, Maintenance of Half Height Platform Screen Gates and Full Height Platform Screen Doors which will be fitted in stations of Metro / Urban Railway Projects.

(31) To engage in the business of Supply, Installation, Testing, Commissioning, Servicing, Maintenance of Escalators, Elevators and Moving Walkways in Railways / Metro Rail / Urban Rail projects.


(32) To engage in the business of Supply, Installation, Testing, Commissioning of Solar Power Projects and also to carry the business of all kinds of Solar Inverters which are the prime equipment for any Solar Power Plant.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, West Bengal”

Kindly take note that all the above resolutions were duly passed with requisite majority. **In this connection, we are attaching herewith the combined Scrutinizers’ Report of Mr. A.K.Labh, practicing Company Secretary, containing the results of voting for your kind information and record.**

Thanking you,

Yours faithfully,
For and on behalf of Stone India Limited


(Abhijit Majumdar)
Company Secretary and Legal Head



Encl : As above



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

The Chairman
Stone India Limited
16 Taratalla Road, Alipore
Kolkata-700088

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 85th Annual General Meeting of the shareholders of **Stone India Limited** ("Company") held on Thursday, 24th day of September, 2015 at 03:00 P.M. at Kala Kunj, 48 Shakespeare Sarani, Kolkata-700017 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 12th August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s C. B. Management Services Pvt. Ltd., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 09:00 AM IST on Monday, the 21st September, 2015 up to 05.00 PM IST on Wednesday, the 23rd September, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. 17th September, 2015 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 12th day of August, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 24th day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN :150825038] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider and adopt the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended 31st March, 2015, the Balance Sheet of the Company as at that date together with the Reports of the Board of Directors and Auditors thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813585	2813482	103

b) Resolution 2

To appoint a Director in place of Mr. Gouri Prasad Goenka (DIN-00030302), who retires by rotation & being eligible offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813585	2813482	103



**c) Resolution 3****Type of Resolution : Ordinary Resolution*****To ratify the appointment of Auditors and to fix their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813585	2813582	3

** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Savita Laxmipathy Acharya (DIN: 07038198) as an Independent Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813485	2813482	3

e) Resolution 5**Type of Resolution : Special Resolution*****Approval for appointment and remuneration of Mr. Debashis Chakravarty (DIN-07049659) as the Managing director & CEO of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813485	2813482	3



**f) Resolution 6****Type of Resolution : Special Resolution****Addition of other objects in the Memorandum of Association of the Company**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
2813585	2813582	3

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider and adopt the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended 31st March, 2015, the Balance Sheet of the Company as at that date together with the Reports of the Board of Directors and Auditors thereon

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
132	132	0

b) Resolution 2

To appoint a Director in place of Mr. Gouri Prasad Goenka (DIN-00030302), who retires by rotation & being eligible offers himself for re-appointment

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
132	132	0



**c) Resolution 3****Type of Resolution : Ordinary Resolution*****To ratify the appointment of Auditors and to fix their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
132	132	0

** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Savita Laxmipathy Acharya (DIN: 07038198) as an
Independent Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
132	132	0

e) Resolution 5**Type of Resolution : Special Resolution*****Approval for appointment and remuneration of Mr. Debashis Chakravarty
(DIN-07049659) as the Managing director & CEO of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
132	132	0



**f) Resolution 6****Type of Resolution : Special Resolution*****Addition of other objects in the Memorandum of Association of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
132	132	0

8. Thus, the combined result of the remote e-voting [EVSN : 150825038] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider and adopt the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended 31st March, 2015, the Balance Sheet of the Company as at that date together with the Reports of the Board of Directors and Auditors thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813717	2813614 (99.9963%)	103 (0.0037%)

b) Resolution 2

To appoint a Director in place of Mr. Gouri Prasad Goenka (DIN-00030302), who retires by rotation & being eligible offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813717	2813614 (99.9963%)	103 (0.0037%)



**c) Resolution 3****Type of Resolution : Ordinary Resolution*****To ratify the appointment of Auditors and to fix their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813717	2813714 (99.9999%)	3 (0.0001%)

** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution : Ordinary Resolution*****Appointment of Ms. Savita Laxmipathy Acharya (DIN: 07038198) as an Independent Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813617	2813614 (99.9999%)	3 (0.0001%)

e) Resolution 5**Type of Resolution : Special Resolution*****Approval for appointment and remuneration of Mr. Debashis Chakravarty (DIN-07049659) as the Managing director & CEO of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813617	2813614 (99.9999%)	3 (0.0001%)



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

f) Resolution 6

Type of Resolution : Special Resolution

Addition of other objects in the Memorandum of Association of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2813717	2813714 (99.9999%)	3 (0.0001%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 25.09.2015

Verified the contents and received the Report of the Scrutinizer
For Stone India Limited

(Abhijit Majumdar)
Company Secretary and Legal Head