

# STI India Limited

Regd. Off: Rau-Pithampur Link Road, Tehsil: Mhow, Dist.: Indore - 453 332 (M. P.) India  
Phone No. 0091-731-4014400, Fax 0091-731-4020011 Email:share3@stitextile.net  
Website: www.stitextile.net CIN: L27105MP1984PLC002521

STIIL:SH:30AGM:REP:35A:BSE:2015-16

30<sup>th</sup> September, 2015

To,  
The Listing Department,  
The Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400 001

Ref : Clause 35A of Listing Agreement.  
Sub : Voting results of the 30<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015

Dear Sir / Madam,

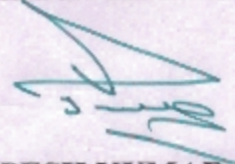
In terms of Clause 35A of the Listing Agreement, we are pleased to submit herewith the following details in the prescribed format regarding voting results on the business transacted as per the Notice of 30<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2015.

S. No.	Particulars	Details
01.	Date of Annual General Meeting	Monday, the 28 <sup>th</sup> September, 2015
02.	Total No. of Shareholders on record date i.e. as on 21 <sup>st</sup> September, 2015.	5350
03.	Total No. of shareholders present in the meeting either in person or through proxy:	
	03. Promoter / Promoter Group	01
	04. Public	32
04.	Total No. shareholders attended the meeting through video conferencing:	
	03. Promoter / Promoter Group	
	04. Public	Not applicable
05.	Resolution(s) required in the Annual General Meeting	Ordinary & Special Resolutions
06.	Mode of Voting	Remote E-voting and Ballot Paper
07.	Details of agenda wise voting	Enclosed herewith

Thanking you,

Yours faithfully,  
For STI INDIA LIMITED



  
CS DEEPESH KUMAR NAYAK  
COMPANY SECRETARY

Encl: as above.

# STI INDIA LIMITED

Report on Annual General Meeting held on 28.09.2015 (E-Voting & Physical)  
(As per Clause 35A of Listing Agreement)

## ORDINARY RESOLUTIONS

### Resolution No. 1 : Adoption of Books of Accounts for the financial year ended on 31st March, 2015

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes (in favour)	No. of votes (in against)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter/Promoter Group	21750000	21750000	100	21750000	0	100.00	0.00
Public - Institutional holders	5317922	0	0	0	0	0.00	0.00
Public - Others	1932078	7818	0.40	7718	100	98.72	1.28
	29000000	21757818	75.03	21757718	100	99.99	0.00

### Resolution No. 2: Re-appointment of Mr. K. N. Garg (DIN: 00008402) Director retiring by rotation

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes (in favour)	No. of votes (in against)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter/Promoter Group	21750000	21750000	100	21750000	0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	7818	0.40	7718	100	98.72	1.28
	29000000	21757818	75.03	21757718	100	99.99	0.00

### Resolution No. 3: Re-appointment of Mr. A. R. Mundra (DIN: 00019234) Director retiring by rotation

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes (in favour)	No. of votes (in against)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter/Promoter Group	21750000	21750000	100	21750000	0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	7818	0.40	7718	100	98.72	1.28
	29000000	21757818	75.03	21757718	100	99.99	0.00

### Resolution No. 4: Re-appointment of M/s V. K. Beshwal & Associates, Chartered Accountants, Mumbai as Statutory Auditor of the Company

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes (in favour)	No. of votes (in against)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter/Promoter Group	21750000	21750000	100	21750000	0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	7818	0.40	7718	100	98.72	1.28
	29000000	21757818	75.03	21757718	100	99.99	0.00



**SPECIAL RESOLUTIONS**

**Resolution No. 5: Appointment of Mr. John Mathew (DIN: 01632626) as an Independent Director**

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes (in favour)	No. of votes (in against)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter/Promoter Group	(1) 21750000	(2) 21750000	100	(4) 21750000	(5) 0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	7818	0.40	7718	100	98.72	1.28
	29000000	21757818	75.03	21757718	100	99.99	0.00

**Resolution No. 6: Appointment of Ms. Prachi Deshpande (DIN: 02975271) as Director**

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes (in favour)	No. of votes (in against)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter/Promoter Group	(1) 21750000	(2) 21750000	100	(4) 21750000	(5) 0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	7818	0.40	7718	100	98.72	1.28
	29000000	21757818	75.03	21757718	100	99.99	0.00

**Resolution No. 7 : Approval for Alteration in Article of Association of the Company**

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes (in favour)	No. of votes (in against)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter/Promoter Group	(1) 21750000	(2) 21750000	100	(4) 21750000	(5) 0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	7818	0.40	7718	100	98.72	1.28
	29000000	21757818	75.03	21757718	100	99.99	0.00

**Resolution No. 8 : Approval for remuneration paid to Dr. R. B. Baheti (DIN: 00008202)**

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes (in favour)	No. of votes (in against)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter/Promoter Group	(1) 21750000	(2) 21750000	100	(4) 21750000	(5) 0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	7818	0.40	7718	100	98.72	1.28
	29000000	21757818	75.03	21757718	100	99.99	0.00



**Scrutinizer's Report**

No. :

Date. : .....

30<sup>th</sup> September, 2015

To,  
The Chairman  
**STI India Limited**  
Rau-pithampur Link Road,  
Tehsil – Mhow, Distt. Indore  
453 332 (M.P.)

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting and physical voting through ballots conducted at 30<sup>th</sup> Annual General Meeting of the members of STI India Limited held on 28<sup>th</sup> September 2015.**

STI India Limited ("the Company"), at their Board meeting held on 14<sup>th</sup> August, 2015 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Clause 35B of the Listing Agreement, at the 30<sup>th</sup> Annual General Meeting ("30<sup>th</sup> AGM"), on the resolutions contained in the Notice dated 14<sup>th</sup> August, 2015 for the AGM, placed for the approval of Members of the Company. be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballot on the resolutions as contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited and of voting through ballot as provided by the Company.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 30<sup>th</sup> AGM, was sent to the Members by permitted means, for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Financial Statements of the Company for the financial year 31<sup>st</sup> March, 2015 together with the Report of the Board of Directors and Auditors thereon;



2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. K. N. Garg (DIN: 00008402), who retires by rotation at this Annual General Meeting;
3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Mr. A. R. Mundra (DIN: 00019234), who retires by rotation at this Annual General Meeting;
4. **Resolution No. 4** as an Ordinary Resolution for re-appointment of M/s. V. K. Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W) as the Statutory Auditors of the Company and to authorised the Board of Directors to fix their remuneration.
5. **Resolution No. 5** as an Ordinary Resolution for appointment of Mr. John Mathew (DIN: 01632626) as an Independent Director of the Company;
6. **Resolution No. 6** as an Ordinary Resolution for appointment of Ms. Prachi Deshpande (DIN: 02975271) as a Director of the Company;
7. **Resolution No. 7** as a Special Resolution for Alteration of Articles of Association of the Company pursuant to the provisions of Section 14 of Companies Act, 2013 and other applicable provisions, if any, of the Act;
8. **Resolution No. 8** as a Special Resolution for approving remuneration paid to Dr. R. B. Baheti (DIN: 00008202), Chairman of the Company.

The Company provided the remote e-Voting facility offered by Central Depository Services (India) Limited to cast votes on aforesaid resolutions by the members of the Company.

Remote e-voting facilities were made available to shareholders of the Company to exercise their voting rights from 9:00 A.M. of Friday, 25<sup>th</sup> September, 2015 upto 5:00 P.M. of Sunday, 27<sup>th</sup> September, 2015. Accordingly, e-votes casted upto 5:00 p.m. of Monday, 28<sup>th</sup> September, 2015 have been considered for my scrutiny.

After the conclusion of the 30<sup>th</sup> AGM, first the voting conducted through remote e-voting and thereafter through physical ballot at the meeting, had been unblocked in the presence of two witnesses not in employment of the Company. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 30<sup>th</sup> Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.



The results of the voting by members through remote e-voting and physical ballots at the 30<sup>th</sup> Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company who has also countersigned this report.

Thanking you,

Thanking you,  
Yours Faithfully,

Pankaj  
Kumar  
Saklecha

Scrutinizer

Name: Pankaj Kumar Saklecha  
Practicing Company Secretary  
FCS: 6292; CP: 6434

COUNTERSIGNED BY  
FOR STI INDIA LIMITED

*R. B. Baheti*

R. B. BAHETI  
CHAIRMAN

*Hansa*

Witness 1: Hansa Maloo D/o Kailash Chandra Maloo

Add :- Sadar Bazaar, Sarusania  
maharaj, Teh. Jawad, Dist. Neemuch.

Witness 2: Nupur Nahar D/o Raj Kumar Nahar

Add :- A/M-58, Sukhliya  
Indore (M.P.)  
*Nupur*



## ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

### For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	17	2053
b.	Votes cast through Remote e-Voting	30	2,17,55,765
	<b>Total</b>	<b>47</b>	<b>2,17,57,818</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>47</b>	<b>2,17,57,818</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
<b>% of Assent</b>			<b>*100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
<b>% of Dissent</b>			<b>0%</b>

\* Rounded off to the nearest number

### For Resolution No. 2:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	17	2053
b.	Votes cast through Remote e-Voting	30	2,17,55,765
	<b>Total</b>	<b>47</b>	<b>2,17,57,818</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>47</b>	<b>2,17,57,818</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
<b>% of Assent</b>			<b>*100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
<b>% of Dissent</b>			<b>0%</b>

\* Rounded off to the nearest number



**For Resolution No. 3:**

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	17	2053
b.	Votes cast through Remote e-Voting	30	2,17,55,765
	<b>Total</b>	<b>47</b>	<b>2,17,57,818</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>47</b>	<b>2,17,57,818</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
<b>% of Assent</b>			<b>*100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
<b>% of Dissent</b>			<b>0%</b>

\* Rounded off to the nearest number

**For Resolution No. 4:**

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	17	2053
b.	Votes cast through Remote e-Voting	30	2,17,55,765
	<b>Total</b>	<b>47</b>	<b>2,17,57,818</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>47</b>	<b>2,17,57,818</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
<b>% of Assent</b>			<b>*100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
<b>% of Dissent</b>			<b>0%</b>

\* Rounded off to the nearest number





**For Resolution No. 5:**

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	17	2053
b.	Votes cast through Remote e-Voting	30	2,17,55,765
	<b>Total</b>	<b>47</b>	<b>2,17,57,818</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>47</b>	<b>2,17,57,818</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
<b>% of Assent</b>			<b>*100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
<b>% of Dissent</b>			<b>0%</b>

\* Rounded off to the nearest number

**For Resolution No. 6:**

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	17	2053
b.	Remote e-Voting Confirmations received #	30	2,17,55,765
	<b>Total</b>	<b>47</b>	<b>2,17,57,818</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>47</b>	<b>2,17,57,818</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
<b>% of Assent</b>			<b>*100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
<b>% of Dissent</b>			<b>0%</b>

\* Rounded off to the nearest number



**For Resolution No. 7:**

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	17	2053
b.	Votes cast through Remote e-Voting	30	2,17,55,765
	<b>Total</b>	<b>47</b>	<b>2,17,57,818</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>47</b>	<b>2,17,57,818</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
<b>% of Assent</b>			<b>*100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
<b>% of Dissent</b>			<b>0%</b>

\* Rounded off to the nearest number

**For Resolution No. 8:**

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	17	2053
b.	Votes cast through Remote e-Voting	30	2,17,55,765
	<b>Total</b>	<b>47</b>	<b>2,17,57,818</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>47</b>	<b>2,17,57,818</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
<b>% of Assent</b>			<b>*100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
<b>% of Dissent</b>			<b>0%</b>

\* Rounded off to the nearest number

