

# 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:29AGM:REP:BSE:2014-15

01<sup>st</sup> October, 2014

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 29<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2014

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 29<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014.

S. No.	Particulars	Details
01.	Date of Annual General Meeting	Monday, the 29 <sup>th</sup> September, 2014
02.	Total No. of Shareholders as on Cut of date i.e. 22 <sup>nd</sup> August, 2014	5446
03.	Total No. of shareholders present in the meeting either in person or through proxy:	
	03. Promoter / Promoter Group	01
	04. Public	33
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	E-voting and Polling
07.	Details of agenda wise voting	Enclosed herewith

Thanking you,

Yours faithfully,  
For STI INDIA LIMITED



  
CS DEEPESH KUMAR NAYAK  
COMPANY SECRETARY

# STI INDIA LIMITED

Report on Annual General Meeting held on 29.09.2014 (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, 2014

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	(2)	100	21750000	0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0

Resolution No. 2: Re-appointment of Dr. R. B. Baheti (DIN: 00008202) 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	(2)	100	21750000	0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0

Resolution No. 3: Re-appointment of M/s V. K. Deswal & Associates, Chartered Accountant, 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	(2)	100	21750000	0	100.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0



**SPECIAL RESOLUTIONS**

**Resolution No. 4: Re-appointment of Mr. Prashant Agrawal (DIN: 00019464) as Managing 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	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0

**Resolution No. 5: Appointment of Mr. T. N. Anand Reddy (DIN: 00220734) 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	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0

**Resolution No. 6: Appointment of Mr. A. Arunugham (DIN: 00350163) 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	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0



*(Handwritten signature)*

Resolution No. 7 : Approval under section 180(1)(a) of the Companies Act, 2013 for borrowing limit 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	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0

Resolution No. 8 : Approval under section 180(1)(a) of the Companies Act, 2013 for mortgaging the property 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	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0

Resolution No. 9 : Approval for adoption of new set of Article of Association

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	8672	0.448843163	8672	0	100.00	0
	29000000	21758672	75.02990345	21758672	0	100.00	0



No. :

Date. : .....

### Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
STI INDIA LIMITED,  
RAU-PITHAMPUR LINK ROAD  
TEHSIL MHOW  
INDORE, MADHYA PRADESH  
INDIA - 453332

Dear Sir,

**Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xi) of Companies (Management and Administration) Rules, 2014.**

1. I, Pankaj Kumar Saklecha, Practicing Company Secretary, appointed by the Board of Directors of Sti India Limited ("the Company") as a Scrutinizer for the purpose of conducting the E-voting process on the below mentioned resolution(s), to be passed at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company to be held on the 29<sup>th</sup> September, 2014 at Registered office of the Company at Rau - Pithampur Link Road, Tehsil Mahow, Indore-453332.
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
  - i. The Company has availed E-voting facility offered by Central Depository Services Limited (CDSL) for conducting E-voting by the shareholders of the Company.



- ii. The Members of the Company as on the "Cut Off" date i.e. 22th August, 2014 were entitled to vote on the resolutions (Items Number 1 to 9 as set out in Notice of 29<sup>th</sup> AGM of the Company).
- iii. The voting period for E-voting commenced on Tuesday, September 23, 2014 (09:00 A.M.) to Thursday, September 25, 2014 (05:00 P.M.) and the CDSL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, who were not in the employment of the Company.

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

**Item No. 1 - Ordinary Resolution**

**Adoption of Audited Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755969	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 2 - Ordinary Resolution**

**To appoint a Director in place of Dr. R.B. Baheti, who retires by rotation and being eligible offer himself for re-appointment.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755927	99.99



(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

### Item No. 3-Ordinary Resolution

#### Appointment of Auditors M/s V.K. Beswal & Associates CA and fixing their remuneration

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755969	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

### Item No. 4 - Ordinary Resolution

#### Appointment of Mr. Prashant Agrawal as Managing Director.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755969	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast



NIL	NIL	NIL
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(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 5 – Ordinary Resolution**

**Appointment of Mr. T.N. Anand Reddy as an Independent Director**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755969	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 6 – Ordinary Resolution**

**Appointment of Mr. A. Arumugham as an Independent Director**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755969	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes





Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 7 - Special Resolution**

**Resolution under Section 180 (1) (C) of the Companies Act, 2013 for borrowing.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755969	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 8- Special Resolution**

**Resolution under Section 180 (1) (a) of the Companies Act, 2013 for Creation of Security.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755969	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL



**Item No. 9 - Special Resolution**

**Approve and adopt the new set of Article of Association of the Company.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
32	21755969	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Thanking you,  
Yours Faithfully,

  
Scrutinizer

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

Place: Indore

Date: 29.09.2014