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:NSE:2014-15 01st October, 2014

To,
The Listing Department,
The National Stock Exchange of India Ltd.
Exchange Plaza, 05th Floor, Plot No. C/ 1, G.
Block, Bandra- Kurla Complex,
Bandra (E), MUMBAI - 400 051
Phone No. 022-26598100-8114

Ref : Clause 35A of Listing Agreement.
Sub : Voting results of the 29th Annual General Meeting held on 29th 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 29th Annual General Meeting of the Company held on 29th September, 2014.

S. No.	Particulars	Details
01.	Date of Annual General Meeting	Monday, the 29th September, 2014
02.	Total No. of Shareholders as on Cut of date i.e. 22nd August, 2014	5446
03.	Total No. of shareholders present in the meeting either in person or through proxy: 01. Promoter / Promoter Group 02. Public	 01 33
04.	Total No. shareholders attended the meeting through video conferencing: 01. Promoter / Promoter Group 02. 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**

STI INDIA LIMITED * INDORE *

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 (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	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 (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	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. Beswal & Associates, Chartered Accountant, Mumbai as Statutory Auditor of the Company

Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	8672	0.448843163	8672	0	100.00	0
	29000000	**21758672**	**75.02990345**	**21758672**	**0**	**100.00**	**0**

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SPECIAL RESOLUTIONS

Resolution No. 4: Re-appointment of Mr. Prashant Agrawal (DIN: 00019464) as Managing Director							
Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	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 (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	8672	0.448843163	8672	0	100.00	0
	29000000	**21758672**	**75.02990345**	**21758672**	**0**	**100.00**	**0**

Resolution No. 6: Appointment of Mr. A. Arumugham (DIN: 00350163) as an Independent Director							
Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	8672	0.448843163	8672	0	100.00	0
	29000000	**21758672**	**75.02990345**	**21758672**	**0**	**100.00**	**0**

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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 (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	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 (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	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 (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)]* 100	No. of votes (in favour) (4)	No. of votes (in against) (5)	% 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	8672	0.448843163	8672	0	100.00	0
	29000000	**21758672**	**75.02990345**	**21758672**	**0**	**100.00**	**0**



RAO SAKLECHA & CO.
COMPANY SECRETARIES

Off. : 210, Rajani Bhawan, 569, M.G. Road, INDORE (M.P.)
Tel. : (0731) 2542994 Cell : 98260-27611, 94259-62006
Fax : (0731) 2538710 e-mail : pankajsaklecha@yahoo.com
Resi : "JATAN PRAKASH", 86, Tilak Nagar Extn. INDORE

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 29th Annual General Meeting of the Equity Shareholders of the Company to be held on the 29th September, 2014 at Registered office of the Company at Rau – Pithampur Link Road, Tehsil Mahow, Indore-4533332.

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 29th 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 29th 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

(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