

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

STIL:SH:PB:INTM:SE:2016

16th January, 2016

To, The National Stock Exchange of India Limited, Exchange Plaza, 05th Floor, Plot No. C/ 1, G. Block, Bandra- Kurla Complex, Bandra (E), MUMBAI - 400 051 Phone No. 022-26598100-8114 Fax: 022 - 26598237/38	To The Listing Department The Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001 Fax: 022 - 22723121 / 3719 / 2037
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Dear Sir / Madam,

This is to inform that the Company is conducting Postal Ballot for obtaining the approval of Members on the following resolutions:

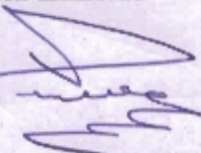
01. Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013 for alteration in Article of Association of the Company; and
02. Special Resolution under Section 188 of the Companies Act, 2013 for appointment on office or place of profit in the Company.

Accordingly, we are attaching herewith the following for your information & record:

- a) Notice of Postal Ballot along with Postal Ballot Form & instructions;
- b) Calendar of Event; and
- c) Consent of Scrutinizer.

Thanking you,

Yours faithfully,
For and on behalf of
STI India Limited



CS Deepesh Kumar Nayak
Company Secretary

Encl: as above.



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

POSTAL BALLOT NOTICE

{Pursuant to Section 110 of the Companies Act, 2013 and the Companies
(Management and Administration) Rules, 2014)}

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolutions as appended below are proposed to be passed by Postal Ballot / E-voting.

The Company proposes to seek the consent of members for the aforesaid proposal by way of Special Resolution as specified herein below. An Explanatory Statement providing brief description of the matter and the reasons for passing of the said Resolutions is annexed hereto. Accordingly, draft of the proposed resolutions are together with the Explanatory Statement setting out the material facts and reasons for the resolutions is being sent to you along with a Postal Ballot Form accompanied by other relevant documents for your consideration.

The Board has appointed Mr. Pankaj Kumar Saklecha (Proprietor of M/s Rao Saklecha & Co.), FCS No. 6292 and CP No. 6434, Practicing Company Secretary, Indore as the Scrutinizer for the said Postal Ballot process.

Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or a photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Tuesday, the 16th February, 2016.

E-voting option:

The Company is pleased to offer e-voting facility as an alternate for Members to exercise their vote on resolutions proposed to be passed by way of Postal Ballot which will enable the members to cast their votes electronically, instead of physical Postal Ballot Forms. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice. The Scrutinizer, after completion of scrutiny of votes cast through e-voting platform and physical ballots, will submit his report to the Chairman of the Company. The results of the voting by Postal Ballot will be declared in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on Thursday, the 18th February, 2016 at 5.00 P.M. at the Registered Office of the Company. The results of Postal Ballot will be displayed on the Company's website www.stitextile.net and will be communicated to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE), where the Equity Shares of the Company are listed.

Draft resolutions to be passed by Postal Ballot :

01. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any statutory modification(s), enactments/re-enactment(s) thereof, for the time being in force and the rules made thereunder, the consent of the Shareholders be and is hereby accorded for alteration in the Articles of Association of the Company by way

of insertion of the Article 95A (i) and 95A (ii) after existing sub-article (2) of Article 95 in the Articles of Association of the Company, in conformity with the Companies Act, 2013 and rules made thereunder which are read as under:-

95A (i) Subject to the provisions of the Companies Act, 2013 and the rules made thereunder and notwithstanding anything to the contrary contained in these Articles, any financing Company or Body Corporate or bank or Insurance Corporation (hereinafter referred to as "the Lenders") or State and Central Government, Board for Industrial and Financial Reconstruction (BIFR) and such other competent authority shall have a right to appoint, remove, reappoint, substitute from time to time, its nominee / special director on the Board of the Company.

95A (ii) The Nominee / Special Director(s) so appointed shall not be required to hold any qualification shares in the Company nor shall he/they be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove him/them from office of the Nominee Director so appointed, subject to the aforesaid, the said Nominee / Special Director(s) shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as other Director of the Company is entitled.

FURTHER RESOLVED THAT the Board of Directors and Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may consider necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

02. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Meetings of Board and Its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended and approved by the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of Mrs. Pushpa Garg, wife of Mr. K. N. Garg, to hold an office or place of profit under the Company as a President w.e.f. 01st April, 2015 or with such other designation as the Board of Directors of the Company may, from time to time, decide upon a consolidated remuneration not exceeding ₹ 8,35,000/- p.m. (Rupees Eight Lacs Thirty Five Thousands);

FURTHER RESOLVED THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

Place: Indore (M.P.)
Date: 11th December, 2015

By Order of the Board
For STI India Limited

Regd. Off.- Rau-Pithampur Link Road, Tehsil-Mhow,
Distt- Indore-453 332, (M.P.) India,
Ph: (0731) 4014400, Fax (0731) 4020011,
Email: share3@stitextile.net, Website: www.stitextile.net,
CIN: L27105MP1984PLC002521

Deepesh Kumar Nayak
Company Secretary

NOTES

1. Voting Period commences on and from **9.00 a.m, Monday, the 18th January, 2016 and ends at 5.00 p.m. on Tuesday, the 16th February, 2016.**
2. An Explanatory Statement for the proposed Resolutions mentioned above pursuant to Section 102 of the Companies Act, 2013 read with relevant Rules setting out material facts is annexed hereto.
3. The Notice is being sent to all members by courier/registered post, whose names appear in the Register of Members / Record of Depositories as on **Friday, the 08th January, 2016**, person who is not a member as on the said record date should be treated this notice for information purpose only.
4. Resolutions passed by the members through Postal Ballot or through E-Voting are deemed to have been passed as if the same have been passed in the General Meeting of the members.
5. The Board of Directors of the Company, at its Meeting held on Friday, the 11th December, 2015 has appointed Mr. Pankaj Kumar Saklecha (Proprietor of M/s Rao Saklecha & Co.), FCS No. 6292 and CP No. 6434, Practicing Company Secretary, Indore as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the Self-addressed postage prepaid envelope are enclosed for use by the members.
6. Members have option either to vote through e-voting process or through the Postal Ballot Form. Members who wish to vote through Postal Ballot Form can download Postal Ballot Notice and Postal Ballot Form from the Company's website www.stitextile.net or seek duplicate Postal Ballot Notice and Postal Ballot Form from the Company Secretary, STI India Limited, Rau-pithampur Link Road, Tehsil – Mhow, Distt. Indore – 453 332 (M.P.), Email: share3@stitextile.net.
7. Members are requested to carefully read the instructions printed in the Postal Ballot Form duly completed with the Assent (For) and/or Dissent (Against) in the attached postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 p.m. of Tuesday, the 16th February, 2016, being the last date for receipt of Postal Ballot Form by the Scrutinizer, providing sufficient time for postal transit.
8. The result of the Postal Ballot will be announced on Thursday, the 18th February, 2016 and will also be informed to the National Stock exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) and will be posted on the Company's website www.stitextile.net. The date of declaration of results of the Postal Ballot will be taken as the date of passing of the resolution.
9. Members who are holding shares in electronic form are requested to notify any correction / change in their name/ address including Pin Code immediately to the Depository Participant. In the event of non-availability of Members' latest address either in Company's record or in Depository Participant's records, members are likely to miss notices and other valuable correspondences sent by the Company.
10. Members who holds shares in physical form are requested to notify any change in their particulars like change in address, bank particulars etc., to the Company's Registrars viz., Link Intime India Private Limited situated at C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup (West), Mumbai- 400 078.
11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to obtain reply to their queries promptly.

INSTRUCTIONS FOR VOTING

Voting in Physical form (Postal Ballot) :

1. Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the member, will also be accepted.
2. Duly completed Postal Ballot Form should reach not later than 5.00 p.m. on Tuesday, the 16th February, 2016. All Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
3. Assent and/or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the member (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named member and in his/her absence, by the next named member. There will be only one postal ballot form for every folio irrespective of the number of joint-holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the member, it must be accompanied by a certified copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority.
6. Unsigned and/or incomplete Postal Ballot Forms in any manner shall be rejected.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the members for sending any other correspondence to the Company.

Voting in Electronic Form (E-voting) :

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement with the Stock Exchanges, the Company proposes to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through E-voting or through the postal Ballot. If a member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa, if votes cast by both post and e-voting his/her vote by post shall be treated as invalid. For the purpose of E-voting, the Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating E-voting.



Members are requested to follow the instructions below to cast their vote through e-voting. The instructions are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID :
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on postal ballot indicated in the PAN Field.
DOB	Enter the date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN (160111008) for STI India Limited.**
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

STI India Limited

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians :
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. It may be sent to the Scrutinizer through email at pankajsaklecha@yahoo.com. You can also forward the documents at the Company’s email ID: share3@stitextile.net
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, the 08th January, 2016.

General Instructions:

- a) Voting by Postal Ballot, both in physical form and e-voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date.
- c) **Voting period commences on and from Monday, the 18th January, 2016 at 9.00 a.m. and ends on Tuesday, the 16th February, 2016 at 5.00 p.m.**
- d) The date of declaration of results of the postal ballot i.e. Thursday, the 18th February, 2016 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Place: Indore (M.P.)

Date: 11th December, 2015

Regd. Off.- Rau-Pithampur Link Road, Tehsil-Mhow,

Distt- Indore-453 332, (M.P.) India,

Ph: (0731) 4014400, Fax (0731) 4020011,

Email: share3@stitextile.net, Website: www.stitextile.net,

CIN: L27105MP1984PLC002521

By Order of the Board
For STI India Limited

Deepesh Kumar Nayak
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**ITEM NO.1**

The Company STI India Limited is a Sick Industrial Undertaking under Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) and registered at Board for Industrial and Financial Reconstruction (BIFR) since the year 2006. As per Section 16(4) of the Sick Industrial Companies (Special Provisions) Act, 1985 the BIFR has power to appoint Special / Nominee Director on the Board of the Sick Company.

Accordingly, exercising the power conferred under section 16(4) of the SICA, the Hon'ble BIFR has issued a letter for appointment of Mr. Yudhvir Singh Jain as Nominee / Special Director on the Board of the Company.

As per the provisions of Section 161 of the Companies Act, 2013, it is necessary that the Articles of Association of the Company contains provisions for authority of the Board of Director(s) to appoint Nominee Director(s) on the Board.

The present Articles of Association does not contain such power of appointment of Nominee Director(s) and hence, it would be necessary to alter the Articles of Association of the Company to enable the Board of Directors to appoint Nominee Director(s) on the Board.

As per the provisions of Section 14 of the Companies Act, 2013, alteration of Articles of Association requires approval of shareholders by way of Special Resolution. Hence, the said resolution is proposed for seeking your approval by way of Special Resolution.

Copy of the altered Articles of Association will be available for inspection by members, during the voting period of the postal ballot at the Registered Office of the Company on all working days except on Saturdays during 11.00 a.m. to 1.00 p.m.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested in the proposed resolution. Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for passing the resolution as set out in this Notice.

ITEM NO.2

Mrs. Garg born in 1953 and having rich experience in running business of Cotton Yarn & Textile, Copper Coated Automotive Components, Precision Steel Tubes & Granite etc. and dealing in Textile is her family Business. Mrs. Garg does not hold any share in the Company.

Looking at exposure, knowledge and entrepreneurship skills of Mrs. Garg, the Board and its Committee have decided to appoint Mrs. Pushpa Garg as President of the Company w.e.f. 01st April, 2015 at remuneration as detailed in the resolution.

Since, the employment of Mrs. Pushpa Garg, wife of Mr. K. N. Garg, Director of the Company (ceased w.e.f. 01st October, 2015), is governed by the provisions of Section 188 of the Companies Act, 2013, it is necessary to



obtain the approval of the Company by an ordinary resolution for appointment and payment of remuneration to Mrs. Pushpa Garg in capacity of President of the Company. Hence, the Board recommends the resolution for your approval by way of ordinary resolution

All prescribed disclosures / particulars of the contracts/arrangements/transactions as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 read with Clause 49 of the Listing Agreement are given here in below for kind perusal of the members:

Name of related party	Mrs. Pushpa Garg
Name of Director or Key Managerial Personnel who is related	Mr. K. N. Garg (00008402), Ex-Director of the Company, ceased w.e.f. 01st October, 2015.
Nature of relationship	Mrs. Garg is wife of Mr. K. N. Garg and is a Related Party as specified under Section 2(76) of the Companies Act, 2013.
Material terms of the contracts/ arrangements/transactions	Appointment of Mrs. Pushpa Garg as President of the Company at a consolidated remuneration of not exceeding ₹ 8,35,000/- p.m. This appointment amounts to an Office or Place of Profit as defined under Section 188 of the Companies Act, 2013.
Monetary value and period of approval	Remuneration of ₹ 50 lacs (Fifty Lacs) paid to Mrs. Pushpa Garg during the period of holding of office of Director by Mr. K. N. Garg i.e. from 01st April, 2015 to 30th September, 2015.
Date of Appointment	01st April, 2015

Except, Mr. K. N. Garg, who is director and member of the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Place: Indore (M.P.)
Date: 11th December, 2015

By Order of the Board
For STI India Limited

Regd. Off.- Rau-Pithampur Link Road, Tehsil-Mhow,
Distt- Indore-453 332, (M.P.) India,
Ph: (0731) 4014400, Fax (0731) 4020011,
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CIN: L27105MP1984PLC002521

Deepesh Kumar Nayak
Company Secretary

Encl:

1. Postal Ballot Form, and
2. Postage pre-paid self-addressed Envelope



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

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

Sr. No.

1. Name and registered address of the sole/
first named shareholder
(In Block Letters) :
2. Name(s) of Joint shareholder(s), if any :
3. Registered Folio No. /DP Id No./Client Id No.*
(*Applicable to Members holding shares in
dematerialised form) :
4. No. of equity shares held (Equity Share of
₹ 10/- each) :

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 11th December, 2015 of the Company by sending my /our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of the Resolutions	Number of Shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
01	Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013 for Alteration of Articles of Association of the Company.			
02.	Ordinary Resolution under Section 188 for appointment on office or place of profit in the Company.			

Place :

Date :

Signature of the Shareholder/Beneficial owner

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	*Default Sequence Number
160111008	

** Members who have not updated their PAN with the Company / Depository Participant shall use default Sequence Number in the PAN field. Other members should use their PAN.*

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: **5.00 p.m. on Tuesday, the 16th February, 2016.**
2. Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
4. In the case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authorization together with the specimen signature(s) of the duly authorised signatories, without which the Postal Ballot Form may be treated as invalid.
5. Please convey your assent or dissent in this Postal Ballot Form by placing a tick (✓) mark in the appropriate box. In case of partial voting in both the columns, please state the number of shares in 'For' as well as 'Against' column. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p. m. on Tuesday, the 16th February, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
9. The exercise of vote through Postal Ballot is not permitted by a proxy.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction 7 above.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed.
12. Voting rights shall be reckoned on the fully paid-up number of the shares registered in the name(s) of the Member(s) on the cut-off date (Record Date) i. e. Friday, the 08th January, 2016, person who is not a member as on the said record date should be treat this notice for information purpose only.
13. A Member need not use all his votes nor cast all his votes in the same way.
14. The Company is pleased to offer e-voting facility as an alternate to all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes of the Postal Ballot Notice. Members are requested to vote either physically or by way of e-voting but not both.

STI India Limited

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CALENDER OF EVENTS FOR POSTAL BALLOT

	Event	Date of Event	Day of Event
1.	Date of consent given by Scrutinizer to act as such.	01.12.2015	Tuesday
2.	Date of Board Meeting.	11.12.2015	Friday
3.	Cut off date for reckoning the shareholders to whom the notice will be dispatched and who will be entitled to vote on the resolution(s).	08.01.2016	Friday
4.	Date of completion of dispatch of Postal Ballot Notice and uploading at Website of the Company.	16.01.2016	Saturday
5.	Date of submission of copy of postal ballot notice to Stock exchange	16.01.2016	Saturday
6.	Date of publication of Notices in English newspaper and in one vernacular newspaper regarding date of dispatch of notice.	17.01.2016	Sunday
7.	Date of submission of copy (ies) of newspaper cutting to Stock Exchanges	18.01.2016	Monday
8.	Date of Commencement of e-voting and 30 days for voting through postal ballot	18.01.2016	Monday
9.	Last date of receiving Postal Ballot forms and Voting through Electronic means	16.02.2016	Tuesday
10.	Last Date of submission of Scrutinizer Report to the Chairman of the Company.	18.02.2016	Thursday
11.	Announcement of Postal ballot results by Chairman or authorised person.	18.02.2016	Thursday
12.	Inform to Stock Exchanges about voting results	18.02.2016	Thursday
13.	Publication of Voting Results in Newspaper	19.02.2016	Friday
14.	Chairman to Sign the Minutes	20.02.2016	Saturday
15.	Scrutinizer to return Postal Ballot Forms, registers and other related papers, docs etc.	20.02.2016	Saturday

For and on behalf of
STI India Limited



CS Deepesh Kumar Nayak
Company Secretary

No. :

Date. :

Date: 1st December, 2015

To,
The Board of Directors,
STI India Limited,
Rau Pithampur Link Road,
Tehsil- Mhow, Dist. Indore

Dear Sir,

Sub: Consent to act as a Scrutinizer for the Postal Ballot of the Company.

I , Pankaj Kumar Saklecha, Company Secretary in Practice, do hereby confirm my eligibility and willingness for appointment as scrutinizer for the proposed postal ballot of the company and I do hereby give my consent for the same.

Thanking You,
Yours Truly,
For Rao Saklecha & Co.
Company Secretary,



Pankaj Kumar Saklecha,
Proprietor,
FCS No.6292
CP No.:6434