

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:34AGM:REP:SE:2018-19

30th September, 2019

To,
The Listing Department,
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

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

Sub : Voting Results along with Scrutinizer Report of the 34th Annual General Meeting.

Dear Sir / Madam,

In terms of Regulation 30 (read with Para A of Part A of Schedule III) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith results of Remote Evoting and Ballot in the prescribed format along with report of Scrutinizer.

S. No.	Particulars	Details
01.	Date of Annual General Meeting	Saturday, the 28 th September, 2019
02.	Total No. of Shareholders as on Cut of date i.e. 20 th September, 2019.	5404
03.	Total No. of shareholders present in the meeting either in person or through proxy: 01. Promoter / Promoter Group 02. Public: Total Members Present 33 Less: Invalid Nil	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	Remote E-voting and Polling through 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 28.09.2019 (E-Voting & Physical)
(As per Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

Resolution No. 1 : Adoption of Books of Accounts for the financial year ended on 31st March, 2019							
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	0.00
Public - Institutional holders	5318922	0	0	0	0	0.00	0.00
Public - Others	1931078	3266	0.17	3266	0	100.00	0.00
	29000000	21753266	75.011	21753266	0	100.0	0.00

Resolution No. 2: Re-appointment of Ms. Prachi Deshpande (DIN: 02975271) 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	0	0	0.00	0.00
Public - Institutional holders	5318922	0	0	0	0	0.00	0.00
Public - Others	1931078	3266	0.17	3266	0	100.00	0.00
	29000000	21753266	75.011	3266	0	100.0	0.00

Note: Being Related Party in Resolution No. 2, the voting (Electronic) done by Promoter is invalid and not counted for valid/final votes in favour/against of the Resolution.

Resolution No. 3: Approval for Related Party Transactions as per the Companies Act, 2013 and Listing Regulations							
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	0	0	0.00	0.00
Public - Institutional holders	5318922	0	0	0	0	0.00	0.00
Public - Others	1931078	3266	0.17	3266	0	100.00	0.00
	29000000	21753266	75.011	3266	0	100.0	0.00

Note: Being Related Party in Resolution No. 3, the voting (Electronic) done by Promoter is invalid and not counted for valid/final votes in favour/against of the Resolution.

Resolution No. 4: Approval under section 180(1)(a) of the Act for creation of Mortgage, Security etc.							
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	0.00
Public - Institutional holders	5318922	0	0	0	0	0.00	0.00
Public - Others	1931078	3266	0.17	3266	0	100.00	0.00
	29000000	21753266	75.011	21753266	0	100.0	0.00



Resolution No. 5: Approval under section 186 of the Act for providing Corporate Guarantee

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	0.00
Public - Institutional holders	5318922	0	0	0	0	0.00	0.00
Public - Others	1931078	3266	0.17	3266	0	100.00	0.00
	29000000	21753266	75.011	21753266	0	100.0	0.00





VARUN BHOMIA & CO.
PRACTICING COMPANY SECRETARY

Reg Add: 301-B, Shreewardhan Complex, RNT Marg, Near Lemon Tree Hotel, Indore M.P.

Scrutinizer's Report

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

SUB: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to provision of 108 of the Companies Act., 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and poll by physical ballot paper at the 34th Annual General Meeting of the STI India Limited, held on Saturday, the 28th day of September, 2019, pursuant to Section 109 of the Act read with Rule 21(2) of the companies (Management and Administration) Rules, 2014.

Dear Sir,

I, CS Varun Bhomia, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of STI India Limited ("the Company") for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended and votes casted through physical Ballot Papers under the provision of Section 109 of the Companies Act, 2013 Act read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions as contained in the Notice to the 34th Annual General Meeting of the Shareholders of the Company, held on Saturday, the 28th day of September, 2019 at Rau-pithampur Link Road, Tehsil – Mhow, District – Indore, 453 332 (M.P.).

The Company had availed the e-voting facility offered by CDSL for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by physical ballot papers to the Members at the 34th Annual General Meeting who did not cast their vote through remote e-voting facility.



The Shareholders of the Company holding Shares as on the "cut-off" date i.e, 20th September, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Wednesday, 25th September, 2019 at 09.00 a.m. (IST) and ended on Friday, 27th September, 2019 at 05.00 p.m.(IST) and the remote e-voting portal was blocked thereafter.

After conclusion of voting at the Annual General Meeting through Ballot Papers, the votes cast at the Meeting were counted and thereafter the votes cast through remote e-voting were unblocked in the presence of two witnesses who were not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting portal and the physical ballot paper voting.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and applicable Rule of the Companies (Management and Administration) Rules, 2014 as amended relating to e-voting and poll on the resolution contained in Notice of 34th Annual General Meeting of Members of the Company. My responsibility as Scrutinizer for remote e-voting process and for poll at the AGM is restricted to make the Scrutinizer's Report for verifying the validity of votes casted through remote e-voting/Ballot Papers at AGM and to ascertain the votes casted "in Favour" and 'Against' the Resolutions stated above.

I have issued the separate scrutinizer report dated 29th September, 2019 on remote e-voting and on the poll through ballot papers at the Annual General Meeting respectively on the resolution contained in the Notice to the Annual General Meeting dated 28th May, 2019.

Kindly note that all the Ordinary and Special Resolutions as contained in the Notice convening the 34th Annual General Meeting have been passed with requisite majority.

I now submit my Consolidated Report as under on the Results of the remote e-voting and voting through physical ballot papers at the 34th Annual General Meeting in respect of the said Resolutions.

I. Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon.



Particulars	Remote E-Voting Process		Voting At AGM (Physical Ballot Papers)		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Voted IN FAVOUR OF Resolution	14	21750864	21	2402	35	21753266	100.00
Voted INAGAINST Resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0
Total	14	21750864	21	2402	35	21753266	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 01 of the Notice of the AGM dated 28th May, 2019 has been passed with requisite majority.

II Resolution No. 2: Ordinary Resolution:

To appoint Ms. Prachi Deshpande (DIN: 02975271) Director of the Company, who retires by rotation and being eligible offers herself for reappointment.

Particulars	Remote E-Voting Process		Voting At AGM (Physical Ballot Papers)		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Voted In Favour Of Resolution	13	864	21	2402	34	3266	0.02
Voted INAGAINST Resolution	0	0	0	0	0	0	0
Invalid Votes*	1	21750000	0	0	1	21750000	99.98
Total	14	21750864	21	2402	35	21753266	100.00

* Related party in the resolution.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in Item No. 02 of the Notice of the AGM dated 28th May, 2019 has been passed with requisite majority.

III Resolution No. 3: Special Resolution:

To consider and approve related party (ies) transaction(s):



Particulars	Remote E-Voting Process		Voting At AGM (Physical Ballot Papers)		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Voted In Favour Of Resolution	13	864	21	2402	34	3266	0.02
Voted INAGAINST Resolution	0	0	0	0	0	0	0
Invalid Votes*	1	21750000	0	0	1	21750000	99.98
Total	14	21750864	21	2402	35	21753266	100.00

* Related party in the resolution.

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 03 of the Notice of the AGM dated 28th May, 2019 has been passed with requisite majority.

IV Resolution No. 4: Special Resolution:

To make Approval for creation of Mortgage, Hypothecation and Charge and in this regard to consider:

Particulars	Remote E-Voting Process		Voting At AGM (Physical Ballot Papers)		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Voted In Favour Of Resolution	14	21750864	21	2402	35	21753266	100.00
Voted INAGAINST Resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0
Total	14	21750864	21	2402	35	21753266	100.00

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 04 of the Notice of the AGM dated 28th May, 2019 has been passed with requisite majority.



II Resolution No. 5: Special Resolution:

To make Approval for issuance of corporate guarantee:

Particulars	Remote E-Voting Process		Voting At AGM (Physical Ballot Papers)		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Voted In Favour Of Resolution	14	21750864	21	2402	35	21753266	100.00
Voted IN AGAINST Resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0
Total	14	21750864	21	2402	35	21753266	100.00

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 05 of the Notice of the AGM dated 28th May, 2019 has been passed with requisite majority.

Place: Indore

Date: 29th September, 2019




CS Varun Bhomia
M.No. 9144
COP No. 10561
Scrutinizer