

Scrutinizer's Report

No. :

Date. :

30th 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 30th Annual General Meeting of the members of STI India Limited held on 28th September 2015.**

STI India Limited ("the Company"), at their Board meeting held on 14th 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 30th Annual General Meeting ("30th AGM"), on the resolutions contained in the Notice dated 14th 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 30th 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 31st 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, 25th September, 2015 upto 5:00 P.M. of Sunday, 27th September, 2015. Accordingly, e-votes casted upto 5:00 p.m. of Monday, 28th September, 2015 have been considered for my scrutiny.

After the conclusion of the 30th 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 30th 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 30th 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 Bazzar, 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
	Total	47	2,17,57,818
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms / Remote e-Voting	47	2,17,57,818
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0%

* 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
	Total	47	2,17,57,818
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms / Remote e-Voting	47	2,17,57,818
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0%

* 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
	Total	47	2,17,57,818
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms / Remote e-Voting	47	2,17,57,818
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0%

* 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
	Total	47	2,17,57,818
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms / Remote e-Voting	47	2,17,57,818
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0%

* 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
	Total	47	2,17,57,818
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms / Remote e-Voting	47	2,17,57,818
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0%

* 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
	Total	47	2,17,57,818
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms / Remote e-Voting	47	2,17,57,818
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0%

* 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
	Total	47	2,17,57,818
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms / Remote e-Voting	47	2,17,57,818
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0%

* 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
	Total	47	2,17,57,818
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	Net Valid Physical Ballot Forms / Remote e-Voting	47	2,17,57,818
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	46	2,17,57,718
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	100
% of Dissent			0%

* Rounded off to the nearest number

