

Declaration of the results of Postal Ballot (including E-voting)

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, approval of the Members of the Company was sought by means of Postal Ballot / E-Voting, vide Notice dated 30th July, 2014, for the following Special Resolutions:

S. No.	Brief particulars of the Special Resolution
01	Approval under Section 186 of the Companies Act, 2013 for providing guarantee, security etc.
02	Approval under Section 188 of the Companies Act, 2013 for related party transactions.

Based on the Scrutinizer's Report dated 02nd December, 2014 the Chairman has declared the Results of Postal Ballot (including E-voting) as under:

Resolution	Total no. of valid votes	Votes cast in favour of the Resolution		Votes cast in against of the Resolution	
		No. of Shares	%	No. of Shares	%
Resolution No. 1	21758826	21758822	(99.99%)	4	(0.00%) Negligible
Resolution No. 2	8626	8622	(99.95%)	4	(0.05%)

The votes cast by shareholders in favour of the resolutions are significantly higher than the number of votes cast by the shareholders against the resolutions.

The above Resolutions have therefore been approved by the Shareholders with the requisite majority as Special Resolution w.e.f. 03rd December, 2014.

Thanking you,

For and on behalf of
STI India Limited



Dr. R. B. Baheti
Chairman
DIN: 00008202
23, Old Palasia, A. B. Road,
Indore – 452 001 (M.P.)

STI INDIA LIMITED

Report on Postal Ballot (Including E-voting)

(As per Clause 35A of Listing Agreement)

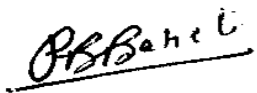
Resolution No. 1 : Approval Under Section 186 of the Companies Act, 2013

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	100.000	0
Public - Institutional holders	5317922	0	0	0	0	0.000	0
Public - Others	1932078	8826	0.457	8822	4	99.95	0.05
	29000000	21758826	75.03043	21758822	4	99.99998	0.00002

Resolution No. 2: Approval Under Section 188 of the Act and Clause 49 of the Listing Agreement

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	0	0	0	0	0.00	0
Public - Institutional holders	5317922	0	0	0	0	0.00	0
Public - Others	1932078	8626	0.446	8622	4	99.95	0.05
	29000000	8626	0.02974	8622	4	99.95363	0.04637

For STI India Limited



Dr. R. B. Baheti

Chairman

DIN: 00008202

23, Old Palasia, A. B. Road,

Indore - 452 001 (M.P.)

No. :

Date :

Report of Scrutinizer

[Pursuant to Section 108, 110 of the Companies Act, 2013 and Rule 22 and 20 (3) (xi) of Companies (Management and Administration) Rules, 2014]

To,
**THE CHAIRMAN,
STI INDIA LIMITED,
RAU-PITHAMPUR LINK ROAD,
TEHSIL – MHOW,
DIST. : INDORE – 453 332 (M.P.)**

Dear Sir,

Subject: Scrutinizer's Report on E-voting/Postal ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 and 20 (3) (xi) of Companies (Management and Administration) Rules, 2014.

1. I, **Pankaj Kumar Saklecha, Practicing Company Secretary, Indore** appointed by the Board of Directors of **STI India Limited** ("the Company") as a Scrutinizer for the purpose of conducting the E-voting/Postal Ballot process on the below mentioned special resolution(s), to be passed by the E-voting/postal ballot by the Equity Shareholders of the Company starting on Wednesday, the 29th October, 2014 at 9.00 AM and ending on Thursday, the 27th November 2014 at 6.00 PM.
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 dated 30th July 2014 for E-voting/Postal Ballot. My responsibility as a Scrutinizer for the E-voting and postal ballot 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 and the postal ballot received at my office from the Shareholders of 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 and availed business reply envelope facility by Department of Posts of India, Office of the Sr. Suptd. of post offices Indore City Division.



- ii. The Members of the Company as on the "Cut Off" date i.e. Friday, the 17th October 2014 were entitled to E-vote/Postal ballot on the resolutions (Items Number 1 to 2 as set out in Notice dated 30th July, 2014).
- iii. The voting period for E-voting commenced on Wednesday, 29th October, 2014 at 9.00 AM and ending on Thursday, 27th November 2014 at 6.00 PM. 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 and I had taken on record the postal ballot received up to Thursday, 27th November 2014 at 6.00 PM.

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

Item No. 1 – Special Resolution

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to extend Corporate Guarantee in favour of IDBI Trusteeship Services Limited upto the realizable value of the property situated at Plot No. 1, Patwari Halka No.2, Rau – Pithampur Link Road, Gram -Sonvay, Tehsil- Mhow, Distt: Indore (admeasuring 285290 square meters) along with constructed building as a Security for securing the credit facilities availed / to be availed in future by Bombay Rayon Fashions Limited (BRFL) from the consortium lenders;

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard."

(I) Voted in favour of resolution: (E-voting)

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
36	21757291	100

(II) Voted against the resolution: (E-voting)

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



(III) Invalid Votes: (E-voting)

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

(IV) Voted in favour of resolution :(Postal Ballot)

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
13	1531	91.62%

(V) Voted against the resolution: (Postal Ballot)

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	4	0.00%(negligible)

(VI) Invalid Votes: (Postal Ballot)

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	140 **

**Rejection due to vote in E-voting and Postal Ballot both. Hence vote is counted only in E-voting.

Item No. 2 - Special Resolution

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any and Clause 49 – VII of the Listing Agreement, the consent of the members of the Company be and is hereby accorded to the Board of Directors, to enter into any contracts / arrangements / transactions as defined under sub-section (1) of section 188 of the Companies Act, 2013 with the Bombay Rayon Fashions Limited (BRFL) Mumbai, a holding company and a related party as defined under Section 2(76) of the Companies Act, 2013 for an estimated amount aggregating up to ₹ 80.00 Crores (Rupees Eighty Crores) with the increase in the transactions upto 20% (Twenty percent) in every financial year for a period of 5 (Five) financial years commencing from 1st April, 2014 on such terms and conditions as may be mutually agreed upon between the Company and Bombay Rayon Fashions Limited (BRFL);

FURTHER RESOLVED THAT although all related party transactions are generally based on ordinary course of business and at the arms’ length basis, the aforesaid consent is being sought as an abundant caution and thus the Board of Directors and/or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto.”



(I) Voted in favour of resolution: (E-voting)

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
35	7291	0.033%

(II) Voted against the resolution: (E-voting)

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

(III) Invalid Votes: (E-voting)

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	21750000*

*-Vote cast by Bombay Rayon Fashions Limited, an interested party in the resolution.

(IV) Voted in favour of resolution: (Postal Ballot)

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
12	1331	90.48%

(V) Voted against the resolution: (Postal Ballot)

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	4	0. (negligible)

(VI) Invalid Votes: (Postal Ballot)

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	140**

**Rejection due to vote in E-voting and Postal Ballot both. Hence vote is counted only in E-voting.

Thanking you,
Yours Faithfully

Scrutinizer

Name: Pankaj Kumar Sankhecha

Practicing Company Secretary

FCS: 6292; CP: 6434

Place: Indore

Date: 02.12.2014

