

SURAT TEXTILE MILLS LIMITED

Date: 27th August, 2015

**Department of Corporate Services,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
Scrip Code: 530185
Fax No. 2272 2037 / 2272 3719**

Sub: Outcome / Submission of 69th Annual General Meeting & voting results

Dear Sir,

The 69th Annual General Meeting (AGM) of the Members of the Company was held on 26th August, 2015 at the Registered Office of the Company at 11:00 a.m. at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010 to transact the business mentioned in the notice of the AGM.

In terms of the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to the Members to vote on the resolutions contained in the notice of the AGM. The e-voting was held between 22nd August, 2015 from 9 a.m. to 25th August, 2015 to 5 p.m. at the e-voting website of Karvy Computershare Pvt. Ltd.

At the AGM, Chairman suo moto provided opportunity through poll slip to the members present in person and through proxies, to vote in proportion to the shares held by them, on all the resolutions pertaining to ordinary and special businesses as set out in items 1 to 8 of the Notice convening the said AGM.

Mr. Kunjal Dalal, Practicing Company Secretary (M.No.3530 & CP No.3863) was appointed as scrutinizer to conduct the e-voting and poll process in a fair and transparent manner. The scrutinizer has submitted his reports of voting to the Chairman. The following resolutions have been passed with the requisite majority.

1. Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors.
2. Re-appointment of Shri Yogesh C. Papaiya as a Director liable to retire by rotation.
3. Ratification of appointment and remuneration of M/s Natvarlal Vepari & Co., Chartered Accountants, as Statutory Auditors of the Company.
4. Appointment of Shri Ketan Jariwala as an Independent Director.
5. Appointment of Shri Yogesh C. Papaiya as Whole-time Director & CFO of the Company.
6. Appointment of Smt. Anita Mandrekar as an Independent Director.
7. Ratification of Cost Auditors remuneration.
8. Approval on Related Party Transactions.

Contd...



Regd. Office : Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat - 395 010.

Phone : (0261) 2311197-98, 2311513 Fax : (0261) 2311029/502

CIN : L17119GJ1945PLC000214 | Website : www.surattextilemillsltd.com

SURAT TEXTILE MILLS LIMITED

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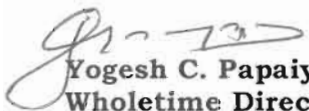
The results of the e-voting and poll conducted at the AGM along with the Scrutinizer's report is attached herewith in the format as prescribed under clause 35A of the Listing Agreement. The same shall also be uploaded on website of the Company.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Surat Textile Mills Limited


Yogesh C. Papaiya

Wholetime Director & CFO
(DIN: 00023985)

Encl.: As above.



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**Outcome of Voting of Annual General Meeting
(As per Clause 35A of Listing Agreement)**

COMPANY NAME: SURAT TEXTILE MILLS LIMITED

Date of the AGM	26th August, 2015		
Book Closure Date	20th August, 2015 to 26th August, 2015 (both days inclusive)		
Total number of shareholders on record date (i.e. 20th August, 2015 - cut-off date for e-voting purpose)	34161		
No. of shareholders present in the meeting either in person or through proxy:			
Shareholders	Present in person	Present through proxy	Total
Promoters and Promoter Group	5	0	5
Public	40	0	40
Total	45	0	45
No. of Shareholders attended the meeting through Video Conferencing:	Not applicable. No video conferencing facility was made available.		

Agenda-wise

The Mode of voting for all resolutions was:

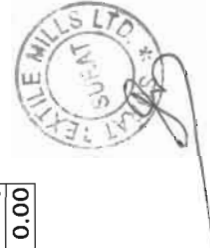
1. Remote e-voting conducted between 20th August, 2015 to 25th August, 2015 and
2. Voting by ballot form at the Meeting

Given below is the resolution wise combined result of remote e-voting and voting by ballot form.

RESOLUTION : 1

Adoption of Audited Financial Statement and Reports thereon for the financial year ended 31st March, 2015, (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut date, i.e. 20/8/15)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$(3) = [(2)/(1)] * 100$			$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	166503917	166502217	100.00	166502217	0	100.00	0.00
Public-Institutional holders	15456807	0	0.00	0	0	0.00	0.00
Public-Others	40103716	8960581	22.34	8952791	200	99.91	0.00
Total	222064440	175462798	79.01	175455008	200	100.00	0.00



RESOLUTION : 2

Re-appointment of Shri Yogesh C. Papaiya as Director (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut date, i.e. 20/8/15)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$(3) = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	166503917	166502217	100.00	166502217	0	100.00	0.00
Public-Institutional holders	15456807	0	0.00	0	0	0.00	0.00
Public-Others	40103716	8960581	22.34	8952191	800	99.91	0.01
Total	222064440	175462798	79.01	175454408	800	100.00	0.00

RESOLUTION : 3

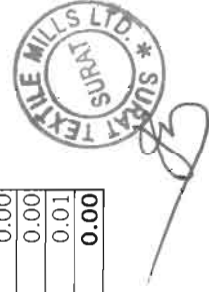
Ratification of the appointment of M/s Natvarlal Vepari & Co., Chartered Accountants, as Statutory Auditors and to fix their remuneration for the financial year ending 31st March, 2016 (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut date, i.e. 20/8/15)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$(3) = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	166503917	166502217	100.00	166502217	0	100.00	0.00
Public-Institutional holders	15456807	0	0.00	0	0	0.00	0.00
Public-Others	40103716	8960581	22.34	8952191	800	99.91	0.01
Total	222064440	175462798	79.01	175454408	800	100.00	0.00

RESOLUTION : 4

Appointment of Shri Ketan Jariwala an Independent Director of the Company for a term upto five years (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut date, i.e. 20/8/15)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$(3) = \frac{(2)}{(1)} \times 100$	4	5	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	166503917	166502217	100.00	166502217	0	100.00	0.00
Public-Institutional holders	15456807	0	0.00	0	0	0.00	0.00
Public-Others	40103716	8960581	22.34	8952191	800	99.91	0.01
Total	222064440	175462798	79.01	175454408	800	100.00	0.00



RESOLUTION : 5

Appointment of Shri Yogesh C. Papaiya as Whole-time Director & CFO of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut date, i.e. 20/8/15)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$(3) = [(2)/(1)] * 100$	4	5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	166503917	166502217	100.00	166502217	0	100.00	0.00
Public-Institutional holders	15456807	0	0.00	0	0	0.00	0.00
Public-Others	40103716	8960581	22.34	8952091	800	99.91	0.01
Total	222064440	175462798	79.01	175454308	800	100.00	0.00

RESOLUTION : 6

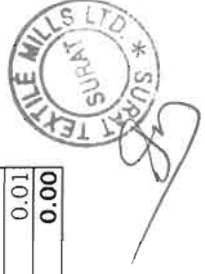
Appointment of Smt. Anita Mandrekar an Independent Director of the Company for a term upto five years (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut date, i.e. 20/8/15)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$(3) = [(2)/(1)] * 100$	4	5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	166503917	166502217	100.00	166502217	0	100.00	0.00
Public-Institutional holders	15456807	0	0.00	0	0	0.00	0.00
Public-Others	40103716	8960581	22.34	8952341	450	99.91	0.01
Total	222064440	175462798	79.01	175454558	450	100.00	0.00

RESOLUTION : 7

Ratification of the remuneration of Cost Auditor for the financial year ending 31st March, 2016 (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut date, i.e. 20/8/15)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$(3) = [(2)/(1)] * 100$	4	5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	166503917	166502217	100.00	166502217	0	100.00	0.00
Public-Institutional holders	15456807	0	0.00	0	0	0.00	0.00
Public-Others	40103716	8960581	22.34	8952441	450	99.91	0.01
Total	222064440	175462798	79.01	175454658	450	100.00	0.00



RESOLUTION : 8

Approval on Related Party Transactions (Special Resolution)

Promoter/Public	No. of shares held (as on the cut date, i.e. 20/8/15)	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$(3) = \frac{[(2)/(1)] * 100}{100.00}$			$(6) = \frac{[(4)/(2)] * 100}{93.99}$	$(7) = \frac{[(5)/(2)] * 100}{0.00}$
Promoter and Promoter Group	166503917	166502217	100.00	156487217	0	93.99	0.00
Public-Institutional holders	15456807	0	0.00	0	0	0.00	0.00
Public-Others ...	40103716	8960581	22.34	8952001	880	99.90	0.01
Total	222064440	175462798	79.01	165439218	880	94.29	0.00

Note: All the aforesaid resolutions were passed with requisite majority.

for Surat Textile Mills Limited



(Signature)
Yogesh C. Papaiya
 Wholetime Director & CFO
 DIN: 00023985



K. Dalal & Co.
Company Secretaries

(O) 0261-2366670

(M) 092279 00395

E-mail : k_dalal@rediffmail.com

205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

26.08.2015

To,

The Chairman

Surat Textile Mills Limited

Tulsi Krupa Arcade, 3rd Flr, Nr. Aai Mata Chowk

Puna-Kumbharia Road,

Dumbhal, Surat 395010

Dear sir,

Sub.: Ref: Consolidated report on E voting and poll at Annual General Meeting

I, Kunjal Dalal, Proprietor M/s K. Dalal & Co., Practicing Company secretaries have been appointed by the Board of Directors of Surat Textile Mills Limited, as scrutiniser for the purpose of scrutinising the e-voting process along with postal ballot forms and for ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act 2013 read with rule 20(3)(xi) of the Companies (Management and Administration) Rules 2014 on resolutions contained in the notice of the Sixty-ninth Annual General Meeting of members of Surat Textile Mills Limited to be held on 26th August, 2015 at Surat.

I was also assigned work of acting as scrutiniser at the poll taken at Annual General Meeting.

The management of the company is responsible to ensure the compliance with the requirement of the relevant provisions of the Companies Act, 2013 and rules relating to same in relation to voting through electronic means on resolutions contained in the notice of Annual General Meeting to be held on 26th August, 2015. My responsibility as scrutiniser for e-voting process is restricted to make scrutinisers report of votes cast in favour or against the resolutions and in valid votes based on reports generated from e-voting system provided by Karvy Compushare Private Limited the Registrar and Share Transfer of Surat Textile Mills Limited and authorised to provide e-voting facility engaged by the company.





K. Dalal & Co.

Company Secretaries

(O) 0261-2366670

(M) 092279 00395

E-mail : k_dalal@rediffmail.com

205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

I submit my consolidated report on e-voting and voting on poll at Annual general Meeting :

Resolution Number 1

To receive, consider and adopt the Audited Financial Statement of the Company including the Balance Sheet as at 31st March, 2015 and the statement of profit and Loss of the Company for the financial year ended 31st March, 2015 and the Report of the Board of Directors and the Auditors thereon.

Particulars of Votes cast

Mode	Ballots Received	Total Shares	Favour		Against		Invalid/ Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	166511797	18	166511797	0	0	0	0
Physical	0	0	0	0	0	0	0	0
On Poll	41	8951001	37	8943211	2	200	2*	7590
Total	59	175462798	55	175455008	2	200	2	7590

*One ballot partly abstained not included

Resolution Number 2

To appoint a Director in place of Shri Yogesh C. Papaiya (DIN: 00023985), who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid/ Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	166511797	16	166511197	2	600	0	0
Physical	0	0	0	0	0	00	0	0
On Poll	41	8951001	37	8943211	2	200	2*	7590
Total	59	175462798	53	175454408	4	800	2	7590

*One ballot partly abstained not included





K. Dalal & Co.
Company Secretaries

(O) 0261-2366670

(M) 092279 00395

E-mail : k_dalal@rediffmail.com

205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

Resolution Number 3

To consider, and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to Ordinary resolution passed by Members at 68th Annual General Meeting of the Company and the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 READ WITH THE Companies (Audit and Auditors) rules, 2014 (including any statutory modification(s) thereof for the time being in force), The Appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants (Firm Registration No. 123626W), as the statutory Auditors of the Company for the Financial year ending 31st March, 2016 at such remuneration as shall be fixed by the Board of Directors of the Company, be and is hereby ratified."

Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid/ Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	166511797	16	166511197	2	600	0	0
Physical	0	0	0	0	0	0	0	0
On Poll	41	8951001	37	8943211	2	200	2*	7590
Total	59	175462798	53	175454408	4	800	2	7590

*One ballot partly abstained not included

Resolution Number 4

To consider, and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and Clause 49 of the listing Agreement, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Ketan Jariwala (DIN:02095540), who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of Section 161 of the Act a who qualifies for being appointed as an Independent, in respect





K. Dalal & Co.
Company Secretaries

(O) 0261-2366670
(M) 092279 00395
E-mail : k_dalal@rediffmail.com

205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

of whom the Company has received a writing from a Member under Section 160 of the in his candidature for the office of Director, be appointed as an Independent Director of the a term of 5 (five) years, effective 26th August, not: being liable to retire by rotation."

Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid/ Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	166511797	16	166511797	2	600	0	0
Physical	0	0	0	0	0	0	0	0
On Poll	41	8951001	37	8943211	2	200	2*	7590
Total	59	175462798	53	175454408	4	800	2	7590

*One ballot partly abstained not included

Resolution Number 5

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), consent of the members of the Company be and is hereby accorded to appointment and payment of remuneration of Shri Yogesh C. Papaiya (DIN: 00023985) as a Whole-time Director and CFO of the Company, for a period of 5 (five) years with effect from 11th August, 2014, upon the terms and conditions as set out in the Explanatory Statement to this resolution annexed to the Notice convening this Meeting and also contained in the draft agreement to be executed between the Company and Shri Yogesh C. Papaiya, submitted to this meeting be and is hereby specifically approved and sanctioned including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which terms all be deemed to include Nomination and Remuneration Committee constituted by the





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(M) 092279 00395

E-mail : k_dalal@rediffmail.com

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Board) to review, alter and vary the terms and conditions of the said appointment and/ or remuneration as per the provisions of Companies Act, 2013 in such form and manner as the Board may deem fit and agreed to by Shri Yogesh C. Papaiya.

RESOLVED FURTHER THAT where in any financial year during the term of office of Shri Yogesh C. Papaiya, the Company has no profits or its profits are inadequate, Shri Yogesh C. Papaiya shall continue to get the same remuneration as aforesaid as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole and absolute discretion deem fit and to delegate all or any of its power herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolutions."

Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid/ Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	166511797	15	166511097	2	600	1	100
Physical	0	0	0	0	0	0	0	0
On Poll	41	8951001	37	8943211	2	200	2*	7590
Total	59	175462798	52	175454308	4	800	3	7690

*One ballot partly abstained not included

Resolution Number 6

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:





K. Dalal & Co.
Company Secretaries

(O) 0261-2366670

(M) 092279 00395

E-mail : k_dalal@rediffmail.com

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"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and Clause 49 of the Listing Agreement, (including any statutory modifications) or re-enactment(s) thereof for the time being in force), Smt. Anita Mandrekar (DIN: 00623327), who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of Section 161 of the Act and who qualifies for being appointed as an Independent Director, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of 5 (five) years, effective 26th August, 2015 not being liable to retire by rotation."

Particulars of Votes cast

Mode	Ballots Received	Total Shares	Favour		Against		Invalid/ Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	166511797	16	166511347	2	350	0*	100
Physical	0	0	0	0	0	0	0	0
On Poll	41	8951001	37	8943211	1	100	3*	7690
Total	59	175462798	53	175454558	3	450	3	7790

* One ballot in both cases partly abstained not included

Resolution Number 7

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Act, read with Rule 14 of the Companies (Audit and auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions, if any, payment of remuneration of ~ 60,000 plus service tax and actual out-of-pocket expenses to M/s P. M. Nanabhoy & Co., Cost Accountants, Mumbai, who were appointed as. Cost Auditors by the Board of Directors in their meeting held on 28th May, 2015 for carrying out cost audit of the Company for financial year 2015-16, be and is hereby approved and ratified.





K. Dalal & Co.
Company Secretaries

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(M) 092279 00395

E-mail : k_dalal@rediffmail.com

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid/ Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	166511797	17	166511447	1*	350	0	0
Physical	0	0	0	0	0	0	0	0
On Poll	41	8951001	37	8943211	1	100	3**	7690
Total	59	175462798	54	175454658	3	450	3	7690

* One ballot partly against and partly in favour not included
** One ballot partly abstained not included

Resolution Number 8

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules issued there under, including the Companies (Meetings of Board and its powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Clause 49(VII) of the Listing Agreement as amended from time to time by Securities and Exchange Board of India, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for the contracts / arrangements/ transactions-with the related parties for (a) sale, purchase or supply of any goods or materials directly or through appointment of agent, and (b) availing or rendering of-any services whether technical and/or financial and/or both, more particularly described in the Explanatory Statement, for an aggregate maximum amount not exceeding ~ 100 Crore (Rupees One Hundred Crore Only) every financial year on such terms and conditions as may be mutually agreed between the Company and the respective related party with respect to in case of materially related party transactions.

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 read with the Rules made there under (including any





K. Dalal & Co.
Company Secretaries

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(M) 092279 00395

E-mail : k_dalal@rediffmail.com

205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

statutory modification(s) or re-enactment thereof for the time being in force}, the Company Secretary of the Company be and is hereby authorized to make the necessary entries, where applicable, in the Register of Contracts or arrangements and authenticate them;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted / availed with / from the related parties within the aforesaid limit and to take such steps as may be necessary to obtain approvals, sanctions, consents, permissions, perform and execute all such act, deeds, matters and things (including delegation of such authority), as may be deemed necessary, proper or expedient and generally to do all acts, deeds, matters and things necessary for the purpose of giving effect to this resolution. "

Particulars of Votes cast

Mode	Ballots received	Total Shares	Favour		Against		Invalid/ Abstained	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	18	166511797	16	156496017	1*	780	1	10015000
Physical	0	0	0	0	0	0	0	0
On Poll	41	8951001	36	8943201	1	100	4**	7700
Total	59	175462798	52	165439218	13	880	5	10022700

*One ballot partly against not included
** One ballot partly abstained not included

The physical postal ballot forms have been for safe custody to the Company Secretary / Director authorized by the Board.

You may accordingly declare the result of the voting by Postal Ballot.

For K. Dalal & Co.
Company Secretaries

K. Dalal

Kunjai Dalal
Proprietor
C.P. No. 3863





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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Surat Textile Mills Limited

**Annual General Meeting of the Equity Shareholders of Surat Textile Mills Limited
Held on 26/08/2015 at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal,
Surat- 395010**

Dear Sir,

I Kunjal Dalal Proprietor of M/s. K. Dalal & Co., Practicing Company Secretaries have been appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Surat textile Mills Limited, held on 26/08/2015 at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat- 395010 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Resolution No. 1

Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors





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(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8943211	100

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	200	0

(3) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	20

(b) **Resolution No. 2**

Re-appointment of Shri Yogesh C. Papaiya, who retires by rotation.

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8943211	100

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	200	0

(3) **Invalid Votes**





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Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	20

(c) Resolution No. 3

Ratification of appointment and remuneration of M/s Natvarlal Vepari & Co., Chartered Accountants, as statutory Auditors of the Company.

(1) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8943211	100

(2) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	200	0

(3) Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	20

(d) Resolution No. 4

Appointment of Shri Ketan Jariwala as an Independent Director

(1) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8943211	100

(2) Voted against the resolution :





Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	200	0

(3) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	20

(e) **Resolution No. 5**

Appointment of Shri Yogesh C. Papaiya as Whole-time-Director & CFO of the Company.

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8943211	100

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	200	0

(3) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	20

(f) **Resolution No. 6**

Appointment of Smt. Anita Mandrekar as an Independent Director.

(1) Voted **in favour** of the resolution:





Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8943211	100

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	-

(3) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	20

(f) Resolution No. 7

Ratification of Cost Auditors remuneration.

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	8943211	100

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0

(3) **Invalid Votes**





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Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	20

(f) Resolution No. 8

Approval on Related Party Transactions.

(1) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	8943201	100

(2) Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0

(3) **Invalid Votes**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	20

5. A statement containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You
Yours Faithfully

Place: Surat
Date: 26/08/2015



For K. Dalal & Co.
Company secretaries

K. Dalal

Kunjal Dalal
Proprietor