

# SURAT TEXTILE MILLS LIMITED

Date: 5th September, 2019

**The Listing Department,  
Bombay Stock Exchange Ltd.,  
First Floor, New Trading Wing,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400001  
Scrip Code: 530185**

Dear Sir/Madam,

**Sub.: Disclosure of Voting Results of the 73rd Annual General Meeting of the Company  
held on 3rd September, 2019**

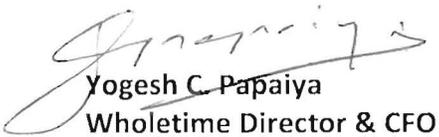
Please find enclosed the details of voting results of the 73rd Annual General Meeting of the Company held on 3rd September, 2019, in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, a consolidated report on e-voting and voting by ballot paper at AGM, issued by Mr. Jigar Vyas of Jigar Vyas & Associates, Practicing Company Secretary is enclosed herewith.

Kindly find the same in order and take the same on your record.

Thanking you,

Yours faithfully,  
**For Surat Textile Mills Limited**

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



Encl.: As above.

Company Name	SURAT TEXTILE MILLS LIMITED
Date of the AGM	03/09/2019
Total number of shareholders on record date	33847
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	54
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

#### Agenda-wise disclosure

The mode of voting for all resolutions was remote e-voting and voting by ballot paper at the meeting (AGM)

Resolution required: (Ordinary/ Special)	1. Consider and adopt financial statements of the Company for the financial year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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 – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	166504917	166488167	99.9899	166488167	0	100.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	7932634	0	0.0000	00	0	0.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	47626889	8971	0.0188	8971	0	100.0000	0.0000
	Poll / Ballot Paper		3278207	6.8831	3278107	100	99.9969	0.0030
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	222064440	169775345	76.4532	169775245	100	99.9999	0.0001



Resolution required: (Ordinary/ Special)	2. Appointment of Shri Yogesh C. Papaiya (DIN: 00023985), a Director retiring by rotation (Ordinary Resolution)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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 – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	166504917	166488167	99.9899	166488167	0	100.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	7932634	0	0.0000	00	0	0.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	47626889	8971	0.0188	8871	100	98.8852	1.1147
	Poll / Ballot Paper		3278207	6.8831	3278107	100	99.9969	0.0030
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>		<b>222064440</b>	<b>169775345</b>	<b>76.4532</b>	<b>169775145</b>	<b>200</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution required: (Ordinary/ Special)	3. Re-appointment of Shri Manikant R. Momaya (DIN: 00023993) as Managing Director of the Company. (Special Resolution)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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 – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	166504917	166488167	99.9899	166488167	0	100.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	7932634	0	0.0000	00	0	0.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	47626889	8971	0.0188	8871	100	98.8852	1.1147
	Poll / Ballot Paper		3278207	6.8831	3278107	100	99.9969	0.0030
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>		<b>222064440</b>	<b>169775345</b>	<b>76.4532</b>	<b>169775145</b>	<b>200</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution required: (Ordinary/ Special)		4. Re-appointment of Shri Yogesh C. Papaiya (DIN: 00023985) as Whole-time Director and CFO (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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 – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	166504917	166488167	99.9899	166488167	0	100.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	7932634	0	0.0000	00	0	0.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	47626889	8971	0.0188	8871	100	98.8852	1.1147
	Poll / Ballot Paper		3278207	6.8831	3278107	100	99.9969	0.0030
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>		<b>222064440</b>	<b>169775345</b>	<b>76.4532</b>	<b>169775145</b>	<b>200</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution required: (Ordinary/ Special)		5. Ratification of Remuneration of Cost Auditor for the financial year ending 31 March 2020 (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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 – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	166504917	166488167	99.9899	166488167	0	100.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	7932634	0	0.0000	00	0	0.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	47626889	8971	0.0188	8971	0	100.0000	0.0000
	Poll / Ballot Paper		3278207	6.8831	3278107	100	99.9969	0.0030
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>		<b>222064440</b>	<b>169775345</b>	<b>76.4532</b>	<b>169775245</b>	<b>100</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution required: (Ordinary/ Special)		6. Appointment of Ms. Kruti Kothari (DIN: 08502921) as an Independent Director of the Company (Ordinary Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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 – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	166504917	166488167	99.9899	166488167	0	100.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutions	E-Voting	7932634	0	0.0000	00	0	0.0000	0.0000
	Poll / Ballot Paper		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Non Institutions	E-Voting	47626889	8971	0.0188	8871	100	98.8852	1.1147
	Poll / Ballot Paper		3278207	6.8831	3278107	100	99.9969	0.0030
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>		<b>222064440</b>	<b>169775345</b>	<b>76.4532</b>	<b>169775145</b>	<b>200</b>	<b>99.9999</b>	<b>0.0001</b>

Note: All the aforesaid resolutions were passed with requisite majority



## Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 73<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **Surat Textile Mills Limited** held on Tuesday, 3<sup>rd</sup> September, 2019 at 11.00 a.m. at Tulsi Krupa Arcade, Seventh Floor, Puna-Kumbharia Road, Dumbhal, Surat 395010.

Dear Sir,

1. I Jigar Vyas Proprietor of Jigar Vyas & Associated, Practicing Company Secretaries have been appointed as "Scrutinizer" by the Board of Directors of Surat Textile Mills Limited ('the Company') for the purpose of scrutinizing the process of voting through electronic means ("e-voting") and voting through ballot paper at the AGM on the resolutions contained in the notice dated 9<sup>th</sup> July, 2019 ("Notice") calling Seventy-third Annual General Meeting of its Equity Shareholders ("the Meeting"/"AGM")

The AGM was convened on Tuesday, 3<sup>rd</sup> September, 2019 at 11.00 a.m. at Tulsi Krupa Arcade, Seventh Floor, Puna-Kumbharia Road, Dumbhal, Surat 395010. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with relevant rules under the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As Scrutinizer, I have to scrutinize:

- (i) process of e-voting from a place other than the venue of the Meeting ("remote e-voting") under the provisions of Section 108 of the Act read with Rules 20 of the Rules; and
- (ii) process of voting through ballot paper at the AGM under the provisions of Section 108 and 109 of the Act read with Rules 20 and 21 of the Rules.

### Management's Responsibility

2. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting through electronic means (i.e. by remote e-voting) and voting by poll through ballot form at the AGM for the resolutions contained in the Notice calling the AGM.

### Scrutiniser's Responsibility

My responsibility as a Scrutinizer for the voting process of e-voting through electronic means (i.e. by remote e-voting) and voting by poll through ballot form at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Karvy Fintech Private Limited ("Karvy"), the agency authorized under the Rules and engaged by the Company to provide e-voting facility and attended papers / documents produced to me for my verification.

### Cut-off dates

3. The Equity shareholders of the Company as on the 'cut-off' date, i.e. Wednesday, 28th August, 2019 were entitled to vote on the resolutions (item no. 1 to 6 as set out in the Notice calling the AGM).
4. The period for remote e-voting commenced on Friday, 30<sup>th</sup> August, 2019 at 10.00 AM hours and ended on Monday, 2<sup>nd</sup> September, 2019 at 5.00 p.m. Remote e-voting module was disabled by Karvy for voting thereafter.
5. The facility for voting through ballot/polling paper was made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence.
6. The locked ballot box was subsequently opened in my presence and in presence of two Independent witnesses Ms. Juhi Roy and Ms. Darshna Kayal and poll papers were diligently scrutinized.
7. There were no ballot/polling paper which was incomplete and / or which were otherwise found defective have been treated as invalid.
8. I submit herewith my Consolidated Scrutinisers' Report on the results of the remote e-voting and voting by ballot paper at the AGM venue based on the report generated by Karvy and relied upon by me as under:-

Item No. of the Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
		Nos.	As a % of total number of valid vote (Favour and Against)	Nos.	As a % of total number of valid vote (Favour and Against)	
Item No.1 : (As an Ordinary Resolution) Consider and adopt financial statements of the Company for the financial year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.	E-Voting	166497138	98.09%	0	0.000%	0
	Poll/Ballot	3278107	1.91%	100	0.000%	0
	<b>Total</b>	<b>169775245</b>	<b>100.00%</b>	<b>100</b>	<b>0.000%</b>	<b>0</b>

Item No.2 : (As an Ordinary Resolution) Appointment of Shri Yogesh C. Papaiya (DIN: 00023985), a Director retiring by rotation	E-Voting	166497038	98.09%	100	0.000%	0
	Poll/Ballot	3278107	1.91%	100	0.000%	0
	<b>Total</b>	<b>169775145</b>	<b>100.00%</b>	<b>200</b>	<b>0.000%</b>	<b>0</b>
Item No.3 : (As a Special Resolution) Re-appointment of Shri Manikant R. Momaya (DIN: 00023993) as Managing Director of the Company.	E-Voting	166497038	98.09%	100	0.000%	0
	Poll/Ballot	3278107	1.91%	100	0.000%	0
	<b>Total</b>	<b>169775145</b>	<b>100.00%</b>	<b>200</b>	<b>0.000%</b>	<b>0</b>
Item No.4 : (As an Ordinary Resolution) Re-appointment of Shri Yogesh C. Papaiya (DIN: 00023985) as Whole-time Director and CFO	E-Voting	166497038	98.09%	100	0.000%	0
	Poll/Ballot	3278107	1.91%	100	0.000%	0
	<b>Total</b>	<b>169775145</b>	<b>100.00%</b>	<b>200</b>	<b>0.000%</b>	<b>0</b>
Item No.5 : (As an Ordinary Resolution) Ratification of Remuneration of Cost Auditor for the financial year ending 31 March 2020	E-Voting	166497138	98.09%	0	0.000%	0
	Poll/Ballot	3278107	1.91%	100	0.000%	0
	<b>Total</b>	<b>169775245</b>	<b>100.00%</b>	<b>100</b>	<b>0.000%</b>	<b>0</b>
Item No.6 : (As an Ordinary Resolution) Appointment of Ms. Kruti Kothari (DIN: 08502921) as an Independent Director of the Company	E-Voting	166497038	98.09%	100	0.000%	0
	Poll/Ballot	3278107	1.91%	100	0.000%	0
	<b>Total</b>	<b>169775145</b>	<b>100.00%</b>	<b>200</b>	<b>0.000%</b>	<b>0</b>



# JIGAR VYAS & ASSOCIATES

Chartered Secretaries

JIGAR VYAS

Based on the aforesaid results, I report that 5 (Five) Ordinary Resolutions as contained in the notice No. 1,2,4,5 and 6 and item No. 3 as Special Resolution as contained in the notice of the 73<sup>rd</sup> AGM have been passed with requisite majority

The electronic data, registers and all other papers and relevant records relating to the e-voting and ballot form are under my safe custody and will be handed over to the Whole time Director / Company Secretary to the AGM preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

All resolutions stands passed under e-voting and voting by ballot paper with requisite majority.

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of Karvy

Thanking you,

Yours faithfully,

For Jigar Vyas & Associates

JIGAR VYAS

Practicing Company Secretary

Membership No. - FCS 8019

COP 14468

Place: Surat

Date: 4th September, 2019

Witnesses

- 1) Jigar Vyas
- 2) Darshika

FOR SECRETARY BY  
For Surat Textile Mills Limited

  
Yogesh C. Papariya  
Wholetime Director & CFO