

SURAT TEXTILE MILLS LIMITED

DECLARATION ON RESULT OF REMOTE ELECTRONIC VOTING AND POLL CONDUCTED FOR RESOLUTIONS SET OUT IN NOTICE CONVENING 71ST ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON WEDNESDAY, 2ND AUGUST, 2017.

The 71st Annual General Meeting ('AGM') of Surat Textile Mills Limited ('the Company') was held on Wednesday, 2nd August, 2017 at 11 a.m. at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010, to transact the business set forth in the Notice of the AGM dated 29th May, 2017.

In terms of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided its Members with the facility to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting by electronic means. Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The Company had entered into an arrangement with Karvy Computershare Pvt. Ltd. ('Karvy') for facilitating remote e-voting services.

Members, whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, as on cut-off date, Thursday, 27th July, 2017, were entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting and could cast their votes by ballot form on the Ordinary and Special Business(es) as set out in the Notice of the AGM through electronic voting system of Karvy. The remote e-voting period commenced on Saturday, 29th July, 2017 at 10:00 a.m. and ended on Tuesday, 1st August, 2017 at 5:00 p.m.. The remote e-voting module was disabled at 5:00 p.m. on 1st August, 2017 and was not allowed beyond the same.

The Members who had not cast their votes by remote e-voting were provided ballot form to exercise their voting right at the AGM.

Accordingly, the shareholders voted on the following resolutions, proposed in the Notice convening the said 71st Annual General Meeting:

Sr. No.	Details of the Agenda	Type of Resolution (Ordinary / Special)
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2	Re-appointment of Shri Yogesh C. Papaiya - To appoint a Director in place of Shri Yogesh C. Papaiya (DIN: 00023985), Director, who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary

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

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

CIN : L17119GJ1945PLCC00214 | Website : www.surattextilemills.com

SURAT TEXTILE MILLS LIMITED

SPECIAL BUSINESS		
4	Ratification of cost auditor's remuneration	Ordinary
5	Approval of Related Party Transactions	Special
6	Approval of Investments	Ordinary

The Board of Directors of the Company had appointed Mr. Jigar Vyas, a practicing company secretary as Scrutinizer for the E-Voting under Section 108 of the Companies Act, 2013 and also poll process in a fair and transparent manner. The scrutinizer has submitted his report after completion of poll process. Based on the consolidated result submitted by the Scrutinizer annexed herewith, all the resolutions set out in the Notice of 71st Annual General Meeting have been duly approved and passed by the shareholders with requisite majority.

The results of voting on the resolutions are as under:

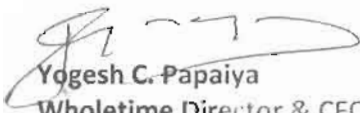
- A. **Date of AGM** : Wednesday, 2nd August, 2017
- B. **Total number of shareholders as on record date** : 34478 (Thirty four thousand four hundred
i.e. 27th July, 2017 : seventy eight).
- C. **No. of shareholders present in the meeting either in person or through proxy: 50**

Shareholders	Present in person	Present through Proxy	Total
Promoter and Promoter Group	2	0	2
Public	48	0	48
Total	50	0	50

- D. **No. of Shareholders attended the meeting through Video Conferencing:**
Promoters and Promoter Group : No video conferencing facility was arranged for the AGM
Public : No video conferencing facility was arranged for the AGM
- E. **Agenda – wise disclosure of voting details : Annexure**

All the resolutions set out in the Notice convening the 71st Annual General Meeting have thus been passed with requisite majority.

Yours faithfully,
For Surat Textile Mills Limited


Yogesh C. Papaiya
Wholetime Director & CFO
(DIN: 00023985)
Encl.: As above.



Format for Voting Results

COMPANY NAME: SURAT TEXTILE MILLS LIMITED

1	Date of the Annual General Meeting (AGM)	2nd August, 2017		
2	Total number of shareholders on record date (i.e. 27th July, 2017 - cut-off date for e-voting purpose)	34478		
3	No. of shareholders present in the meeting either in person or through proxy:			
4	Shareholders	Present in person	Present through proxy	Total
	Promoters and Promoter Group	2	0	2
	Public	48	0	48
	Total	50	0	50
5	No. of Shareholders attended the meeting through Video Conferencing:	Not applicable. No video conferencing facility was made available.		
6	Agenda wise voting results for e-voting and Poll (Ballot at the Meeting) The mode of voting for all the resolutions was e-voting and poll (Ballot at Meeting)	Enclosed		

Agenda-wise

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

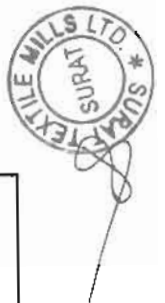
Resolution required (Ordinary / Special)		Ordinary Resolution						
		Adoption of Audited Financial Statement and Reports thereon for the financial year ended 31st March, 2017						
Whether promoter / promoter group are interest in the agenda / resolution?		No						
Category	Mode of voting	No. of Shares held (as on the cut-off date)	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
Promoter and Promoter Group	E-Voting		166503917	100.00%	166503917	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0	0.00%	0.00%
	Total	166504917	166503917	100.00%	166503917	0	100.00%	0.00%
Public- Institutions	E-Voting		0	0.00%	0	0		
	Ballot Form		0	0.00%	0	0		
	Total	12966132	0	0.00%	0	0	0	
Public- Non Institutions	E-Voting		15560	0.04%	15060	500	96.79%	3.21%
	Ballot Form		7843286	18.41%	7843286	0	100.00%	0.00%
	Total	42593391	7858846	18.45%	7858346	500	99.99%	0.01%
Total		222064440	174362763		174362263	500		



Resolution required (Ordinary / Special)		Ordinary Resolution Reappointment of Shri Yogesh C. Papaiya, a Director who retires by rotation.						
Category	Mode of voting	No. of Shares held (as on the cut-off date)	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
Promoter and Promoter Group	E-Voting		166503917	100.00%	166503917	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0		
	Total	166504917	166503917	100.00%	166503917	0	100.00%	0.00%
Public- Institutions	E-Voting		0	0.00%	0	0		
	Ballot Form		0	0.00%	0	0		
	Total	12966132	0	0.00%	0	0	0	0
Public- Non Institutions	E-Voting		15560	0.04%	15060	500	96.79%	3.21%
	Ballot Form		7843286	18.41%	7843286	0	100.00%	0.00%
	Total	42593391	7858846	18.45%	7858346	500	99.99%	0.01%
Total		222064440	174362763		174362263	500		

Resolution required (Ordinary / Special)		Ordinary Resolution Appointment of Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company.						
Category	Mode of voting	No. of Shares held (as on the cut-off date)	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
Promoter and Promoter Group	E-Voting		166503917	100.00%	166503917	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0		
	Total	166504917	166503917	100.00%	166503917	0	100.00%	0.00%
Public- Institutions	E-Voting		0	0.00%	0	0		
	Ballot Form		0	0.00%	0	0		
	Total	12966132	0	0.00%	0	0	0	0
Public- Non Institutions	E-Voting		15760	0.04%	15160	600	96.19%	3.81%
	Ballot Form		7843286	18.41%	7843286	0	100.00%	0.00%
	Total	42593391	7859046	18.45%	7858446	600	99.99%	0.01%
Total		222064440	174362963		174362363	600		





Resolution required (Ordinary / Special)		Ordinary Resolution Ratification of Cost Auditors' remuneration						
Category	Mode of voting	Whether promoter / promoter group are interest in the agenda / resolution?		No				% of Votes against on votes polled
		No. of Shares held (as on the cut-off date)	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	
Promoter and Promoter Group	E-Voting		166503917	100.00%	166503917	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0		
	Total	166504917	166503917	100.00%	166503917	0	100.00%	0.00%
Public- Institutions	E-Voting		0	0.00%	0	0		
	Ballot Form		0	0.00%	0	0		
	Total	12966132	0	0.00%	0	0	0	
Public- Non Institutions	E-Voting		15760	0.04%	15260	500	96.83%	3.17%
	Ballot Form		7843286	18.41%	7843286	0	100.00%	0.00%
	Total	42593391	7859046	18.45%	7858546	500	99.99%	0.01%
Total		222064440	174362963		174362463	500		

Resolution required (Ordinary / Special)		Special Resolution Approval of Related Party Transactions						
Category	Mode of voting	Whether promoter / promoter group are interest in the agenda / resolution?		No				% of Votes against on votes polled
		No. of Shares held (as on the cut-off date)	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	
Promoter and Promoter Group	E-Voting		138593420	83.24%	138593420	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0		
	Total	166504917	138593420	83.24%	138593420	0	100.00%	0.00%
Public- Institutions	E-Voting		0	0.00%	0	0		
	Ballot Form		0	0.00%	0	0		
	Total	12966132	0	0.00%	0	0	0	
Public- Non Institutions	E-Voting		15560	0.04%	15060	500	96.79%	3.21%
	Ballot Form		7843286	18.41%	7843286	0	100.00%	0.00%
	Total	42593391	7858846	18.45%	7858346	500	99.99%	0.01%
Total		222064440	146452266		146451766	500		

Resolution required (Ordinary / Special)		Ordinary Resolution Approval for investments in Group Companies						
Whether promoter / promoter group are interest in the agenda / resolution?		No						
Category	Mode of voting	No. of Shares held (as on the cut-off date)	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
Promoter and Promoter Group	E-Voting		166503917	100.00%	166503917	0	100.00%	0.00%
	Ballot Form		0	0.00%	0	0		
	Total	166504917	166503917	100.00%	166503917	0	100.00%	0.00%
Public- Institutions	E-Voting		0	0.00%	0	0		
	Ballot Form		0	0.00%	0	0		
	Total	12966132	0	0.00%	0	0	0	0
Public- Non Institutions	E-Voting		15560	0.04%	15060	500	96.79%	3.21%
	Ballot Form		7843286	18.41%	7843286	0	100.00%	0.00%
	Total	42593391	7858846	18.45%	7858346	500	99.99%	0.01%
Total		222064440	174362763		174362263	500		

For SURAT TEXTILE MILLS LTD



[Signature]
Authorised Signatory/Director

Consolidated Scrutinizer's Report

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

To,
The Chairman/Whole time Director/Company Secretary,
Surat Textile Mills Limited
Tulsi Krupa Arcade, 3rd Floor,
Puna-Kumbharia Road,
Dumbhal,
Surat 395010

Annual General Meeting (AGM) of the Equity Shareholders of Surat Textile Mills Limited held on Wednesday, 2nd August, 2017 at 11.00 a.m. at Tulsi Krupa Arcade, 3rd Floor, Near Aai Mata Chowk, Puna Kumbharia Road, Dumbhal, Surat-395010

Dear Sir,

1. By the resolution passed by the Board of Directors of Surat Textile Mills Limited ('the Company') at its meeting held on, 29th May, 2017, I was appointed as "Scrutinizer" for the purpose of :
 - a. Scrutinizing the e-voting process (remote e-voting) and voting through ballot form at the AGM under the provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 ('the Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - b. Scrutinizing the voting at the AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rule, 2014 at the AGM held on Wednesday, 2nd August, 2017.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to 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 to the 71st AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting).

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3. The Company had availed the remote e-voting facility provided by Karvy Computershare Private Limited (Karvy) for conducting the remote e-voting by the shareholders of the Company.
4. The period for remote e-voting commenced on Saturday, July 29th, 2017 at 10.00 hours and ended on Tuesday, August 1st, 2017 at 17.00 hours. 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 witnesses Ms. Aditi Chawla and Ms. Bhoomisha Dadwani 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. The Consolidated Results with respect to each item on the agenda as set out on the Notice of the 71st AGM dated 29th May 2017 is as under:-

Items of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes/Abstained Votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
Item No.1 : Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors	174362263	99.99	500	0.01	200

JIGAR VYAS & ASSOCIATES

Company Secretaries



JIGAR VYAS F.C.S., B.Com.

Item No.2 : Re-appointment of Shri Yogesh C. Papaiya, a director retiring by rotation.	174362263	99.99	500	0.01	200
Item No.3 : Appointment of Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company.	174362363	99.99	600	0.01	Nil
Item No.4 : Ratification of remuneration to Cost Auditor	174362463	99.99	500	0.01	Nil
Item No.5 : Approval of Related Party Transactions	146451766	99.99	500	0.01	27910697
Item No.6 : Approval for investments in group companies.	174362263	99.99	500	0.01	200

Based on the aforesaid results, we report that 5 (Five) Ordinary Resolutions as contained in the item No.1,2,3,4 and 6 and item No. 5 of Special Resolution of the notice of the 71st AGM dated 29th May, 2017, have been passed with requisite majority.



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JIGAR VYAS & ASSOCIATES

Company Secretaries



JIGAR VYAS F.C.S., B.Com.

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

Thanking you,

Yours faithfully,
For Jigar Vyas & Associates

JIGAR VYAS
Practicing Company Secretary
Membership No.: - FCS 8019
COP 14468

Place: Surat
Date: 4th August, 2017



Received
For Surat Textile Mills Limited

Yogesh C. Papaiya
Wholetime Director

Witnesses: 1) Bhumi

2) Aditi