



33rd Annual Report 2017-18



Quality & Commitment



STI India Limited

A Subsidiary of Bombay Rayon Fashions Limited
Manufacturers of quality Yarn & Knitted Fabrics

CORPORATE INFORMATION

Board of Directors

Mr. Aman Agrawal
Mr. Prashant Agrawal
Mr. Suresh S. Vishwasrao
Mr. John Mathew
Mr. A. Arumugham
Mr. A. R. Mundra
Ms. Prachi Deshpande
Dr. R. B. Baheti
(Ceased w.e.f. 21st February, 2018)

Chairman
Managing Director
Independent Director
Independent Director
Independent Director
Non-executive Director
Non-executive Director
Non-executive Director

Key Managerial Personnel

Mr. Prashant Agrawal
Mr. Mukesh Maheshwari
Mr. Deepesh Kumar Nayak

Managing Director
Chief Financial Officer
Company Secretary

Auditors

V. K. Beswal & Associates,
Chartered Accountants,
Mumbai

Statutory Auditor

Rao Saklecha & Co.
Practicing Company Secretary,
Indore

Secretarial Auditor

Fadnis & Gupte
Chartered Accountants,
Indore

Internal Auditor

Bankers

State Bank of India
Axis Bank Limited
Indusind Bank Limited

Regd. Office & Works

STI India Limited

Rau-Pithampur Link Road, Tehsil - Mhow,
Distt. Indore - 453 332 (M.P.) India,
Ph. No. 0091 -731- 4014400,
Fax No.: 0091-731-4020011,
Email: share3@stitextile.net,
Website: www.stitextile.net,
CIN: L27105MP1984PLC002521

Registrar & Share Transfer Agent (RTA)

Link Intime India Private Limited

Unit – STI India Limited
C-101, 247 Park,
L B S Marg, Vikhroli, West
Mumbai-400 083, India
Ph. No. : 0091-22-49186000
Fax No.: 0091-22-49186060
Email: prachi.babadi@linkintime.co.in

Equity Shares Listed At

National Stock Exchange of India Ltd. (NSE)
BSE Ltd. (BSE)

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NOTICE

NOTICE is hereby given that the thirty-third Annual General Meeting (“AGM”) of the members of STI India Limited will be held on Tuesday, the 25th September, 2018, at 11.00 a.m. at the Registered Office of the Company situated at Rau-pithampur Link Road, Tehsil – Mhow, District – Indore, 453 332 (M.P.) India, to transact the following business:

ORDINARY BUSINESS:

1: Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2018 together with reports of the Board of Directors and Independent Auditors thereon.

2 :Appointment of Director in place of director liable to retire by rotation

To appoint a director in place of Mr. Aman Agrawal (DIN: 00019534), who retires by rotation and being eligible, offers himself for re-appointment.

Place: Mumbai

Date: 08th May, 2018

Regd. Off.- Rau-Pithampur Link Road,
Tehsil-Mhow, Distt- Indore-453 332

By Order of the Board of
STI India Limited

Deepesh Kumar Nayak
Company Secretary

NOTES:

1. M/s V. K. Beswal & Associates, Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Company at the 30th Annual General Meeting held on 28th September, 2015. Pursuant to Notification issued by the Ministry of Corporate Affairs on 07th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

The instrument appointing the Proxy, in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the Company not less than 48 (forty eight) hours before the commencement of the meeting. A proxy form for the annual general meeting is enclosed.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. The Register of Members and Share Transfer Books shall remain closed from **Wednesday, the 19th September, 2018 to Tuesday, the 25th September, 2018** (both days inclusive).
4. A copy of Audited Standalone Financial Statements for the year ended 31st March, 2018 together with the Board's and Auditor's Report thereon are enclosed herewith.
5. Additional information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), in respect of director seeking re-appointment at the ensuing Annual General Meeting, is annexed hereto. The director has furnished consent / declaration for his re-appointment as required under the Companies Act, 2013 read with rules made thereunder.
6. Corporate Members intending to send their authorized representative(s) to attend the meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified true copy of the Board Resolution, authorizing their representative(s) to attend and vote on their behalf at the meeting.
7. Members are requested to bring their copies of the Annual Report to the meeting.
8. Member / Proxy / Authorised Representative attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.

9. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Secretarial Department at the Registered Office well in advance or may email at share3@stitextile.net, so that the same may reach at least seven days before the date of the Meeting to enable the management to keep the required information readily available at the Meeting.
10. The Members having physical shares are requested to convert their holding in demat form in their own interest and notify immediately any change in their addresses with the Postal Identity Number (PIN) and quoting their folio number(s) to the Company. The Members holding shares in Demat form are required to update their addresses through their Depositories.
11. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in case of any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. To ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits, the members are requested to provide their email IDs to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filled form to our Registrar and Share Transfer Agent Link Intime India Private Limited, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083, India for sending the document in electronic form.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s).
Accordingly, the Notice of AGM along with the Annual Report for F.Y. 2017-18 is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, hard copies are being sent by the permitted mode.
14. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report of F.Y. 2017-18 will be available on the Company's website www.stitextile.net. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours.
15. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
16. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA, for consolidation into single folio.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company or the Registrar and Share Transfer Agent.
18. Members are requested to provide their detail / information in the prescribed format as annexed with the annual report, to the Company or the Registrar and Share Transfer Agent Link Intime India Private Limited, for updation of their information in the record of the Company and Registrar and Share Transfer Agent.
19. The Register of Directors' and Key Managerial Personnel and their Shareholding, maintained under Section 170 and Register of contracts or arrangement in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
20. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
21. A route map showing directions for easy reach to the venue of annual general meeting is annexed with the annual report.
22. The annual report along with the notice of annual general meeting is being sent to the members, whose names appear in the register of members / depositories as at closing hours of business on **Friday, the 24th August, 2018**.

VOTING THROUGH ELECTRONIC MEANS

- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means. The facility of casting vote by a member using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by Central

Depository Services India Limited (CDSL) and the items of business as detailed in this notice may be transacted through remote e-voting.

The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already casted their votes by remote e-voting, shall be able to exercise their right at the AGM through ballot paper. In case a member votes through remote e-voting as well as cast his / her vote at the venue of the meeting, then the vote casted through remote e-voting shall only be considered and the voting done at the venue of the meeting shall not be considered by the scrutinizer.

- B. A member whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date i.e. Tuesday, the 18th September, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- C. The instructions for shareholders voting electronically are as under:
- The remote e-voting period begins on **Saturday, the 22nd September, 2018, at 09.00 a. m. and ends on Monday, the 24th September, 2018 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Tuesday, the 18th September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - To initiate the voting process log, on to the e-voting website www.evotingindia.com.
 - Click on Shareholders tab to cast your vote.
 - Now enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in physical form should enter folio number registered with the Company.
 - Next enter the Image verification as displayed and click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Slip indicated in the PAN Field. Address Slip with sequence number is pasted on the annual report.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Now, click on the **EVSN** for **STI India Limited**.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Additional instructions for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or to share3@stitextile.net.
 - (xxi) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **Tuesday, the 18th September, 2018**, may follow the same instructions as mentioned above for e-Voting.
- D. Mr. Pankaj Kumar Saklecha (Membership No. FCS 6292) Proprietor of M/s Rao Saklecha & Co., Practicing Companies Secretaries, Indore has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- E. The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by use of “Ballot Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- F. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Chairman shall declare the result of the voting forthwith.
- G. The Result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.stitextile.net and on the website of CDSL www.evotingindia.com after the same is declared by the Chairman. The Result shall also be simultaneously forwarded to the stock exchanges.

Place: Mumbai
Date: 08th May, 2018

Regd. Off.- Rau-Pithampur Link Road,
Tehsil-Mhow, Distt- Indore-453 332

By Order of the Board of
STI India Limited

Deepesh Kumar Nayak
Company Secretary

DETAIL OF DIRECTOR, SEEKING RE-APPOINTMENT, AS PER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 2 – MR. AMAN AGRAWAL – RETIRING DIRECTOR

Name of the Director	Mr. Aman Agrawal
DIN	00019534
Date of Birth	21 st May, 1972
Nationality	Indian
Date of appointment on the Board of the Company	25 th November, 2010
Education & Qualifications	Bachelor's Degree in Commerce and a Master's Degree in Business Administration from a reputed school in Australia.
Shareholding in the Company	NIL
Background details, Recognition or awards, Experience & Expertise and Job Profile	He has over 24 years of experience in the textile industry. He has strategically directed the business to newer heights. He has always encouraged innovation such as a fresh approach to projects, implementation of new technologies in the various factories of the group and IT System integration in its offices. Under his guidance, the Company has established top class manufacturing facilities in weaving, fabric processing, garmenting, etc. Mr. Aman has played an instrumental role in the growth of the Company till date. As a Chairman Mr. Aman Agrawal would be in overall charge of the organization to ensure to make it more productive. His more focus would be in areas related to IT, new technologies etc.
Terms and Conditions of Appointment/re-appointment	As per the resolution passed by the Shareholders of the Company, Mr. Aman Agrawal has been appointed as a Non – Executive Director, liable to retire by rotation.
Details of Remuneration	NIL
Remuneration last drawn	N.A
Number of Meetings attended during the financial year 2017-18	One
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	The appointee is brother of Mr. Aman Agrawal, Managing Director of the Company. Mr. Aman Agrawal is also holding position of Chairman in Bombay Rayon Fashions Limited, the Holding Company of the Company.
Membership/Chairmanship of the Committees of Board of Company & other Companies	Nil
Other Directorship as on 31 st March, 2018	Bombay Rayon Holdings Limited Bombay Rayon Fashions Limited Scotts Apparels Private Limited Latur Integrated Textile Park Private Limited Best United Lifestyles Private Limited Bestseller Retail India Private Limited Ashwell Holding Company Private Limited Bluerays Realtors Private Limited Ashwell Minerals Private Limited Kagal Industrial Textile Technology Park Private Limited

None of the Director, Key Managerial Personnel of the Company and their relatives, except Mr. Aman Agrawal, appointee director and his brother Mr. Prashant Agrawal, are concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution as set out at item no. 2 for approval of the Members.

Place: Mumbai
Date: 08th May, 2018

By Order of the Board of
STI India Limited

Regd. Off.- Rau-Pithampur Link Road,
Tehsil-Mhow, Distt- Indore-453 332

Deepesh Kumar Nayak
Company Secretary

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 33rd Directors' Report on the business and operations of your Company along with the audited standalone financial statements for the year ended 31st March, 2018.

FINANCIAL PERFORMANCE

The salient features of the Company's financial results during the year are as under:

(₹ in Lacs)		
Particulars	For the year ended on 31 st March, 2018	For the year ended on 31 st March, 2017
Sales / Revenue from Operations	3732.83	4697.19
Profit/(Loss) before Interest, Depreciation & Tax	(332.26)	(400.33)
Less: Interest	0.39	0.30
Profit/(Loss) before Depreciation & Tax	(332.65)	(400.63)
Less: Depreciation	400.84	397.38
Profit/(Loss) before Tax	(733.49)	(798.01)
Less - Provision for Taxes (including Deferred)	-	-
Profit/(Loss) After Tax	(733.49)	(798.01)
Paid Up Share Capital	2900.00	2900.00
Adjusted Net Worth of the Company	(1533.67)	(800.18)
EPS (In Rs.) Basic & Diluted	(2.53)	(2.75)

OPERATIONAL PERFORMANCE

During the financial year under review the turnover of your company stood at Rs. 3732.83 Lacs in financial year 2017-18 as against Rs. 4697.19 Lacs in financial year ended on 31st March, 2017 registering a decrease by 20.53%. PBIDT increased to Rs. (332.26) Lacs from Rs. (400.33) Lacs in the previous year. Interest cost increased to Rs. 0.39 Lacs from Rs. 0.30 Lacs in the previous year.

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on 31st March, 2018 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2018.

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TO DATE OF REPORT

There are no material change and commitment, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report other than those disclosed in the financial statements.

DIVIDEND

Considering the accumulated losses, the Board of Directors does not recommend any dividend for the year 31st March, 2018.

FIXED DEPOSITS

The Company has not accepted or renewed any deposit from the public during the year under review and no amount of principle or interest was outstanding as on the balance sheet date.

SHARE CAPITAL

The paid up equity share capital of the Company as on 31st March, 2018 stood at Rs. 2900.00 Lacs. During the year under review, the Company has neither issued shares with differential voting rights nor granted any stock options / sweat equity. None of the Directors of the Company hold shares or any other securities of the Company as on the date of this report.

During the year under review, no Stock Options were granted, vested or exercised. No Stock Options are in force as on date. Hence, there are no disclosures required to be made pursuant to the applicable requirements of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

CHANGE IN NATURE OF BUSINESS

Company continues to operate only in one segment i.e. Textile and there is no change in nature of Business of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment / Re-appointment

Mr. Aman Agrawal

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Article of Association, Mr. Aman Agrawal, Director of the Company is liable for retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.

Brief profile of Mr. Aman Agrawal is given in the notice of Annual General Meeting

Cessation

Dr. R. B. Baheti – Chairman and Non-executive Director

During the year under review, Dr. R. B. Baheti, Director had resigned from the Directorship & Chairmanship of the Company w.e.f. 21st February, 2018 in view of his pre-occupations and commitments. The Board placed on records its deep appreciation and gratitude for the invaluable contributions made by Shri Dr. R. B. Baheti during his tenure as Director and Chairman of the Company.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Except above, there is no change in the Board of Directors of the Company.

KEY MANAGERIAL PERSONNEL

In terms of section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel (KMP) of the Company:

- | | |
|-----------------------------|---------------------------|
| 01. Mr. Prashant Agrawal | : Managing Director |
| 02. Mr. Mukesh Maheshwari | : Chief Financial Officer |
| 03. Mr. Deepesh Kumar Nayak | : Company Secretary |

No KMP has been appointed or has retired or resigned during the year.

DECLARATION FROM INDEPENDENT DIRECTORS

The Independent Directors Mr. A. Arumugham, Mr. Suresh

Shankar Vishwasrao and Mr. John Mathew have submitted their declaration to the Board that they fulfill the criteria as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), so as to qualify themselves to be appointed/continued as Independent Directors.

BOARDEVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.

A separate exercise was carried out to evaluate the performance of directors individually, including Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority members etc. The Performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and Non-executive Independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation.

INDEPENDENT DIRECTOR'S FAMILIARIZATION PROGRAMME

The Company continued with its Independent directors' familiarization program, when needed, for familiarizing them with company's operations, regulatory and critical aspects which would enable them to effectively discharge responsibilities and functions conferred on them. Policy about familiarization Programme is placed on the Company's website and its web link is <http://www.stitextile.net>.

CRITERIA AND POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Nomination and Remuneration Committee (NRC) is responsible for developing competency requirements for the Board based on Industry and Strategy of the Company. The Board composition analysis reflects in depth understanding of the Company's strategies, environment, operations, financial conditions, compliance requirements, etc. In terms of Section 178(3), (4) of the Companies Act, 2013 and LODR Regulations, NRC has formulated criteria for determining qualifications, positive attributes and Independence of Directors which are as follows:

- a. **Qualifications:** The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise, personal, professional or business standing.
- b. **Expertise:** The person to be chosen as a Director shall have relevant expertise in the fields of textile, information technology, sales /marketing, finance, taxation, law, governance and general management.
- c. **Positive Attributes:** Apart from the duties of Directors as prescribed in the Companies Act, 2013, Directors are expected

to demonstrate high standards of integrity, ethical behavior and independent judgment. The Directors are also expected to abide by the applicable code of conduct.

- d. **Independence:** The Committee satisfies itself with regard to the criteria for independence of the Directors as required under applicable statutes in order to enable the Board to discharge its function and duties effectively.
- e. **Reappointment:** In case of reappointment of Non-Executive and Independent Directors, the NRC and the Board takes into consideration the performance evaluation of the Director and his/her engagement level.

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

The said Policy of the Company, *inter alia*, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, your Directors would like to state:

- (a) that in the preparation of the annual financial statements for the year ended 31st March, 2018, the applicable accounting standards read with requirements set out under schedule III to the Act, have been followed along with proper explanation relating to material departures, if any;
- (b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the (loss) of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- (f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

NOMINATION AND REMUNERATION POLICY

The Board of Directors has formulated a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors.

The Board has also formulated a Policy relating to remuneration of Directors, members of Senior Management and Key Managerial Personnel.

Both policies are available for inspection by members at the Registered Office of the Company during working hours up to the date of the Annual General Meeting and shall be made available to any members on request.

MEETING OF BOARD OF DIRECTORS

During the year under review, 04 (Four) Board Meetings were convened and held on 08th May, 2017, 04th August, 2017, 07th November, 2017 and 31st January, 2018. The details in respect of attendance of directors, sitting fees etc. are given in the Corporate Governance Report which forms part of the Annual Report.

The intervening gap between the above said meetings was within the timelines as stipulated under the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

COMMITTEES OF THE BOARD

The Board of Directors has the following mandatory Committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee; and
4. Corporate Social Responsibility Committee.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee consists of the following members:

Mr. A. Arumugham	: Chairman, Independent Director
Mr. John Mathew	: Member, Independent Director
Mr. Suresh S. Vishwasrao	: Member, Independent Director
Mr. A. R. Mundra	: Member, Non-executive Director

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 18 of the Listing Regulations. The members of the Audit are financially literate and have experience in financial management.

There are no qualifications and observations raised by Audit Committee which required any comments from the Board or Management of the Company.

Further detail on the Audit Committee is being provided in the Report on Corporate Governance forming part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In compliance with the requirements of Section 135 of the Companies Act, 2013, the Company has constituted Corporate Social Responsibility (CSR) Committee, which is responsible for fulfilling the CSR objectives. The Composition of committee is as under:

Mr. A. Arumugham	: Chairman, Independent Director
Mr. A. R. Mundra	: Member, Non-executive Director
Ms. Prachi Deshpande	: Member, Non-executive Director

Dr. R. B. Baheti, Director has resigned from the membership of the Committee w.e.f. 21st February, 2018.

As the Company has no average net profit during the immediately preceding last three financial years, the provisions of section 135 of the Companies Act, 2013 with respect to contribution for CSR activities were not applicable to the Company during the financial year under review.

The details of other committees of the Board viz. Nomination and Remuneration Committee, Stakeholders Relation Committee are given in the Corporate Governance Report which forms part of this report.

AUDITORS

Statutory Auditor

M/s V. K. Beswal & Associates, Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Company at the 30th AGM. M/s V. K. Beswal & Associates have confirmed their eligibility and qualification required under section 139, 141 and other applicable provisions of the companies act, 2013 and rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Pursuant to Notification issued by the Ministry of Corporate Affairs on 07th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

The Auditor's Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended March 31, 2018. The statements made by the Auditors in their Report are self - explanatory and do not call for any further comments.

The statutory auditors have not reported any incident of fraud under section 143(12) of the Companies Act, 2013, to the Audit Committee of the Company during the year under review.

Secretarial Auditor

As per requirements of Section 204(1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s Rao Saklecha & Co., Practicing Company Secretary, Indore (C.P. No. 6434) as the Secretarial Auditor of the Company to conduct Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate governance practice by the Company.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. The statements made by the Auditors in their Report are self - explanatory and do not call for any further comments.

The secretarial auditors have not reported any incident of fraud under section 143(12) of the Companies Act, 2013, to the Audit Committee of the Company during the year under review.