

43rd ANNUAL REPORT 2016-17



STI PRODUCTS INDIA LIMITED

BOARD OF DIRECTORS

Directors	:	Mr. K. N. Garg - Chairman Mr. Nirmal Singh - Director Mr. Vivek Loiwal – Director Ms. Hiba Shaikh – Director
Auditors	:	M/s. A. K. P. S. & Co., Chartered Accountants 3-I, Fourth Floor, BCM City, Navlakha Square, Indore (M.P.) - 452001
Registered Office	:	G 405 TO G 412, Sigma Soft Tech Park, Ramagondanahalli Village, Varthur Hobli, Bangalore Bangalore KA 560066 IN
Share Transfer Agent & Registrar	:	Bangalore Office: M/s. Link Intime India Pvt. Ltd. 543A, 7 th Main, 3 rd Cross, Hanumanthnagar, Bangalore – 560 019 Phone : ++91 - 080 – 2650 9004 Bombay Office: M/s. Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, Kantilal Maganlal Indl. Estate, L.B.S. Road, Bhandup West, Mumbai – 400 080. Phone : ++ 91 - 022 – 2596 3838

STI PRODUCTS INDIA LIMITED

ATTENDANCE SLIP

DP Id* Folio No.

Client Id* No. of Equity Share(s) held

Name & Address of the attending Member(s) / Proxy (ies) / Representative(s):

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I / We hereby record my / our presence at the 43rd Annual General Meeting of the Company being held on **Saturday, the 30th September, 2017 at 02.00 p.m. at the Registered Office of the Company situated at G 405 TO G 412, Sigma Soft Tech Park, Ramagondanahalli Village, Varthur Hobli, Bangalore KA 560066 IN**

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Signature of the Member/ Proxy/Representative**

*Applicable for investors holding shares in electronic form.

** Strike out whichever is not applicable.

Note: Member(s) / Proxy (ies) / Representative(s) are requested to produce this attendance slip, duly signed in accordance with their specimen signature registered with the Company, for admission to the meeting.

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STI PRODUCTS INDIA LIMITED

CONSENT LETTER

To,
Link Intime India Private Limited
Registrar and Share Transfer Agent
Unit: STI Products India Limited
C-13, Pannalal Silk Mills Compound
L. B. S. Marg, Bhandup (West)
Mumbai – 400 078 (M.H.) India

Date:

Sub: Consent for serving Documents through Electronic Mode.

Dear Sir,

I / We _____ Folio No. / DP Id* / Client Id* _____ hereby give my / our consent for serving the documents through Electronic Mode.

Kindly send the documents at my / our Email id: _____

Consent: YES () NO ()

Thanking you,

Yours faithfully

Name of Sole / First Holder _____

Signature _____

*Applicable for investors holding shares in electronic form.

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PROXY FORM
(FORM MGT – 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member(s)	
Registered Address	
E mail Id	
Folio No. / *Client ID*	
DP ID	

I/We, being a member / members of,
shares of the STI Products India Limited, hereby appoint:

- (1) Name Address.....
E-mail Id Signature..... , or failing
him / her;
- (2) Name Address
- E-mail Id Signature..... , or failing
him / her;
- (3) Name Address.....
E-mail Id Signature.....

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **43rd Annual General Meeting** of the Company, to be held on **Saturday, the 30th September, 2017 at 02.00 p.m.** at the **Registered Office of the Company situated at G 405 TO G 412, Sigma Soft Tech Park, Ramagondanahalli Village, Varthur Hobli, Bangalore KA 560066 IN** and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Subject of the Resolutions	Optional (see note no. 5)	
		For	Against
Ordinary Business			
01.	Consider and adopt the Reports of Auditors, Directors and Audited Financial Statements for the year ended on 31 st March, 2017.		
02.	Re-appointment of Mr. K. N. Garg, who retires by rotation.		
03.	Ratify appointment of M/s. A.K.P.S & Co., Chartered Accountants, Indore as Statutory Auditor and authorise the Board of Directors to fix their Remuneration.		
Special Business			

* Applicable for investors holding shares in electronic form.

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A proxy need not be a member of the Company.
- (3) A person can act as proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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.
- (4) For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 41st Annual General Meeting.
- (5) It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (6) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (7) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- (8) Please complete all details including details of member(s) in above boxy before submission.

Signed thisday of..... 2017.

Signature of Member.....

Signature of Proxy Holder(s) 1).....02).....03).....

BOOK POST



STI PRODUCTS INDIA LIMITED

**G 405 TO G 412, Sigma Soft Tech Park,
Ramagondanahalli Village, Varthur Hobli,
Bangalore KA 560066 IN**

NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Members of STI Products India Limited will be held on Saturday, the 30th day of September, 2017 at 02.00 p.m. at the Regd. Office of the Company Situated at G 405 TO G 412, Sigma Soft Tech Park, Ramagondanahalli Village, Varthur Hobli, Bangalore KA 560066 IN to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account for the financial year ended on 31st March, 2017 and Balance Sheet as on that date together with the Reports of Independent Auditor and Directors thereon.
2. To appoint a Director in place of Mr. K. N. Garg (DIN: 00008402) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appoint M/s A K P S & Co. (Formerly Known as Pahwa Jhamb and Co.), Chartered Accountants, Indore having Firm Registration No. 009710C as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

Place: Indore (M.P.)
Date: 14th August, 2017

By order of the Board of Directors
STI Products India Limited

Regd Off: G 405 TO G 412, Sigma Soft Tech
Park, Ramagondanahalli Village, Varthur
Hobli, Bangalore KA 560066 IN

K. N. Garg
Chairman
DIN: 00008402
23, Old Palasia, Indore – 452001 (M.P.)

NOTES:

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

The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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 Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, the 23rd September, 2017** to **Saturday, the 30th September, 2016** (both days inclusive).

2. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. Members 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.
4. The Members having physical shares are requested to notify immediately any change in their addresses with the Postal Identity Number (Pin Code) and quoting their folio number(s) to the Company. The Members holding shares in Demat form are required to get updated change in their addresses through their Depositories.
5. The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and another Circular 188/2011 dated April 29, 2011. This will ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits. Hence, Members are requested to provide their email ID 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 at their following addresses:

Bangalore Office:

Link Intime India Pvt. Ltd.
543/A, 7th Main, Hanumanthnagar,
Bangalore – 560 019 (Karnataka) India
Ph. No. (080) 26509004
Email : bangalore@linkintime.co.in

Mumbai Office:

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai – 400 078 (M.H.) India
Ph. No. (022) 25963838, 25946970
Email : rnt.helpdesk@linkintime.co.in

6. Electronic copy of the Annual Report will be sent to the members in future whose email IDs are registered with the Company / Registrar and Share Transfer Agent for

communication purposes unless any member requests for a physical copy of the same. Therefore, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. A positive consent letter is attached with the report is being sent to the Members for giving consent to receive documents in electronic mode.

7. Members who wish to dematerialize the share or seek any information regarding transfer of shares are requested to contact the Company's Registrar and Share Transfer Agent.
8. 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 shall submit their PAN details to the Company or the Registrar and Share Transfer Agent.
9. Information under clause 49 of the Listing Agreement with the Stock Exchange in respect of Director seeking re-appointment at the Annual General Meeting is appended below.

Information pursuant to listing regulations.

ITEM NO. 2

Brief Profile of Mr. K. N. Garg

Date of Birth	Date of Appointment	Directorship held in other Companies	No. of shares held in Company
01.02.1945	22.03.1994	06 (Six)	1000

Mr. K. N. Garg is a Non-Executive Director of the Company. He joined the Board of the Company in the year 1994. Mr. K. N. Garg is Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee and also a Member of Audit Committee of the Board of Directors of the Company.

Mr. K. N. Garg is an Industrialist, having Masters' Degree in Commerce and Bachelors' Degree in Law, is a new age entrepreneur. Mr. K. N. Garg has very vided experience of Treasury Management for more than three decades.

The Board recommends the resolution in relation to re-appointment of Mr. K.N. Garg as Director, for the approval by the shareholders of the Company.

None of the Director, Key Managerial Personnel of the Company and their relatives, except K. N. Garg being the appointee, is concerned or interested, financially or otherwise, in this resolution.

Place: Indore (M.P.)
Date: 14th August, 2017

By order of the Board of Directors
STI Products India Limited

Regd Off: **G 405 TO G 412, Sigma Soft Tech
Park, Ramagondanahalli Village, Varthur
Hobli, Bangalore KA 560066 IN**

K. N. Garg
Chairman
DIN: 00008402
23, Old Palasia, Indore – 452001 (M.P.)