



STCI FINANCE LIMITED

(Formerly : Securities Trading Corporation of India Limited)

Regd. Off.: A/B 1-802, A - Wing, 8th Floor, Marathon Innova, Marathon Nextgen Compound,
Off. Ganpatrao Kadam Marg, Lower Parel (W), Mumbai - 400 013.

Declaration of the results of Postal Ballot on June 14, 2014

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014, approval of the Members of the Company was sought by means of Postal Ballot Voting process, vide Notice dated May 09, 2014 for passing Special Resolution in terms of Section 42 of the Companies Act, 2013 read with the Rules made there under, for offering or making an invitation to subscribe to Non-Convertible Debentures on private placement basis for a sum not exceeding Rs. 500 crore in one or more tranches.

The last date for receipt of the completed Postal Ballot Forms was June 13, 2014. Mr. Nilesh Shah, partner of M/s. Nilesh Shah & Associates, Company Secretaries, who was appointed by the Board of Directors as a Scrutinizer has submitted his Report dated 14th June, 2014 and the Results of Postal Ballot is as follows:

Sr. No.	Particulars	Total No. of shareholders	Total No of shares	% of Total Votes
1	Number of valid Postal Ballot Forms received	24	32226958	100
2.	Votes (no. of shares) in favor of the Resolution	24	32226958	100
3.	Votes (no. of shares) against the Resolution	0	0	0

Accordingly, the Special Resolution as set out in the Notice dated May 09, 2014 is passed by shareholders unanimously with 100% votes cast in favour of the resolution.

S. Venkateswarlu
Managing Director

Date: 14.06.2014

Place: Mumbai

Company Secretaries

Ref _____

Report of Scrutinizer in respect of Postal Ballot Process

[Pursuant to rule section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
STCI Finance Limited
A/B 1-802, A Wing 8th Floor,
Marathon Innova, Marathon Nextgen Compound,
Off. G.K. Marg, Lower Parel West,
Mumbai - 400013

Dear Sir,

I, Nilesh Shah, was appointed as a Scrutinizer by STCI Finance Limited for the purpose of the conducting the postal ballot voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of special resolution for making offer to subscribe non-convertible debentures on private placement basis for a sum not exceeding Rs. 500 Crores.

We submit our report as under:

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process.
2. The Company had followed the process as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot.
3. All Postal Ballot Forms received up to the close of the working hours on Friday, 13th June, 2014, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The particulars of all the Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.
6. A summary of the Postal Ballot Forms is as under:



Company Secretaries

Ref _____

(a) **Resolution No. 1**

(Approval of Special Resolution for making offer to subscribe non-convertible debentures on private placement basis for a sum not exceeding Rs. 500 Crores.)

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

Number of members voting through Postal Ballot	Number of votes cast by them	% of total number of valid votes cast
24	32226958	100%

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

Number of members voting through Postal Ballot	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:


Total number of members whose votes were declared invalid	Total Number of votes cast by them
0	0

6. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary / Managing Director authorized by the Board for safe keeping.

Recommendation: The resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours Faithfully,



Nilesh G. Shah
Company Secretary in Practice

(Scrutinizer)

Place: Mumbai

Dated: 14.06.2014



STCI FINANCE LIMITED

Register of Postal Ballot Maintained in Terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Nominal / Face Value per Share: Rs. 100/-
Shares with Differential Voting Rights: The Company does not have any shares with differential voting rights. All shares rank pari passu.

SR. NO.	INTERNAL REF. NO.	DATE OF RECEIPT	NAME OF THE SHAREHOLDER	ADDRESS OF THE SHAREHOLDER	FOLIO NO./ DP ID/ CLIENT ID	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE VOTED	
							FOR	AGAINST
1	1	06.06.2014	State Bank of India	State Bank Bhavan, Madame Cama Road, Mumbai-400021	IN303786/10000023	2812415	2812415	0
2	2	30.05.2014	IDFC Limited	KRM Tower, 8th Floor, No1 Harrington Road Chepbat, Chennai-600031	IN301549/14767022	3530136	3530136	0
3	3	22.05.2014	IDBI Bank Limited	IDBI Tower, WTC Complex, Cuffe Parade, Mumbai-400005	IN300812/10495633	2507610	2507610	0
4	4	23.05.2014	National Insurance Company Limited	3, Middleton Street, Kolkata-71	IN300812/10000502	72510	72510	0
5	5	23.05.2014	State Bank of Bikaner & Jaipur	7th Floor, SBI LHO Building, Bandra Kuria Complex, Bandra (East), Mumbai 400 051	IN303786/10000334	223896	223896	0
6	6	22.05.2014	Punjab National Bank	Treasury Division, Bandra Kuria Complex, Bandra (East), Mumbai - 400 051	IN300812/10501028	1877564	1877564	0
7	7	20.05.2014	The New India Assurance Co. Ltd.	New India Assurance Bldg. 87 M. G. Road, Mumbai-400001	IN300812/10001728	368175	368175	0
8	8	02.06.2014	Bank of India	Bank of India, S D M Department, Mumbai	IN300812/10488056	11383781	11383781	0
9	9	20.05.2014	State Bank of Mysore	Integrated Treasury, 6th Floor, SBI LHO Building, 9 Block, Bandra Kuria Complex, Bandra (E), Mumbai-400051	10491164	167644	167644	0



19/06/14

SR. NO.	INTERNAL REF. NO.	DATE OF RECEIPT	NAME OF THE SHAREHOLDER	ADDRESS OF THE SHAREHOLDER	FOLIO NO./ DP ID/ CLIENT ID	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE	
							FOR VOTED	AGAINST
10	10	27.05.2014	Andhra Bank	Investment & International Banking 82-83, Maker Tower, 8-F, Cuffe Parade, Mumbai-400005	IN300812/10489928	313196	313196	0
11	11	23.05.2014	The Oriental Insurance Company Ltd.	A-25/27, Asaf Ali Road, New Delhi-110001	INE020E01012	137290	137290	0
12	12	21.05.2014	The Administrator of the Specified undertaking of UTI (SUUTI)	Administrator Of The Specified Undertaking Of the Unit Trust Of India-Drf Uti Amc Pvt. Ltd. UTI Tower Gn Block Bandra Kuria Complex Bandra (East), Mumbai 400051	IN300812/10489207	494043	494043	0
13	13	28.05.2014	State Bank of Hyderabad	Treasury Department, 7th Floor, SBI LHO Bandra Kuria Complex, Bandra (E), Mumbai 400051	IN301397/10024768	268052	268052	0
14	14	30.05.2014	LIC of India	Yogakshema, Jeevan Bima Marg, Mumbai-400021	IN300812/10000012	1505400	1505400	0
15	15	28.05.2014	State Bank of Patiala	Integrated Treasury, 7th Floor, SBI LHO Synergy Tower, Bandra Kuria Complex, Bandra (E), Mumbai-400051	IN303786/10000279	200616	200616	0
16	16	02.06.2014	State Bank of Travancore	Head office Poojappura, Trivandrum, Kerala	IN300812/10491076	248519	248519	0
17	17	02.06.2014	General Insurance Corporation of India	Suraksha, 170, J. Tala Road, Churchgate, Mumbai-400020	IN300812/10000029	432875	432875	0
18	18	24.05.2014	Central Bank of India	Integrated Treasury Branch, 5th Floor, Chandremukhi Bldg, Nariman Point, Mumbai-400021	IN300079/10000949	1150100	1150100	0
19	19	26.05.2014	Bank of Baroda	Specialized Treasury Branch, 4th 5th Floor, Baroda Sun Tower, C-34, G-Block, Bandra Kuria Complex, Bandra (E), Mumbai-400051	IN300812/10006118	1253544	1253544	0



12/05/14

SR. NO.	INTERNAL REF. NO.	DATE OF RECEIPT	NAME OF THE SHAREHOLDER	ADDRESS OF THE SHAREHOLDER	FOLIO NO./ DP ID/ CLIENT ID	TOTAL NO. OF SHARES HELD	RESOLUTION NO. 1 OF NOTICE VOTED	
							FOR	AGAINST
20	20	02.06.2014	ICICI Bank Limited	ICICI bank Tower, Bandra Kuria Complex, Bandra (E), Mumbai-400051	IN301348/20002990	1400528	1400528	0
21	21	06.06.2014	IFCI Limited	IFCI Tower, 61, Nehru Place, New Delhi, 110019	10491269	337400	337400	0
22	22	31.05.2014	Syndicate Bank	Maker Tower E, Cuffe Parade, Colaba, Mumbai 400 005	IN300096/11273323	582160	582160	0
23	23	09.06.2014	Union Bank of India	Union Bank Bhavan, 239, Vidhan Bhavan Marg, Nariman Point, Mumbai 400 021	IN300095/10719922	581248	581248	0
24	24	09.06.2014	Union Bank of India	Treasury Branch, 4th Floor, 11 Hemantabasu Sarani, Kolkata - 700001	IN300812 / 10491084	378256	378256	0
TOTAL						32226958	32226958	0



Shah Nilesh G.
14/06/14