

## NOTICE

**NOTICE** is hereby given that the FORTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF STOVEC INDUSTRIES LIMITED (CIN: L45200GJ1973PLC050790) will be held on Thursday, 11<sup>th</sup> day of May, 2017 at 11:00 a.m. at the registered office of the Company at N.I.D.C., Near Lambha Village, Post: Narol, Ahmedabad – 382 405, Gujarat, India, to transact the following business.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt
  - a) the Audited Financial Statements of the Company for the financial year ended December 31, 2016, together with the Report of the Board of Directors and the Auditor's thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended December 31, 2016 and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Eiko Ris (DIN: 07428696), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), be and is hereby appointed as Statutory Auditors of the Company in place of retiring auditor M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), [who have shown their unwillingness to be re-appointed], to hold office as such from the conclusion of 43<sup>rd</sup> Annual General Meeting (subject to ratification of their appointment by Members at every Annual General Meeting to be held after 43<sup>rd</sup> Annual General Meeting) until the conclusion of 48<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### **SPECIAL BUSINESS:**

#### **5. Payment of Commission to Independent Directors of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the payment of Commission to Independent Directors, on annual basis, in addition to sitting fees and reimbursement of expenses incurred for attending the meetings of the Board of Directors of the Company and its Committee(s) thereof, within the overall ceiling of 1% (one percent) per annum or such other percentage as may be specified by the Act from time to time in this regards, of the net profits of the Company (computed in the manner provided in Section 198 of the Act or as may be prescribed by the Act or Rules framed thereunder from time to time) for each financial year, for a period of three financial years commencing from January 1, 2017, with powers to the Board of Director's or its Committee(s) thereof, to decide from time to time the percentage of net profit for each financial year be paid as Commission to Independent Directors, within the above referred overall ceiling of Commission."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**6. Payment of remuneration to M/s Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338), the Cost Auditors of the Company for the financial year 2017**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), M/s Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending on December 31, 2017, in respect of products/activities of the Company covered under the Companies (Cost Records and Audit) Amendment Rules, 2014/2016, be paid a remuneration of Rs. 1,10,000/- (Rupees One Lakh Ten Thousand Only) per annum plus applicable Service Tax/Goods & Service Tax (as may be applicable) and out of pocket expenses, if any, that may be incurred during the course of audit."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**7. Approval of Related Party Transactions with M/s SPGPrints B.V. for the financial year 2016**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded with respect to related party transaction(s) entered during the financial year 2016 with M/s SPGPrints B.V., the Holding Company of the Company, (a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations), for purchase of raw materials and components, which are commercial transactions as detailed in the explanatory statement attached to this Notice."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee(s) of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

**8. Approval of Related Party Transactions with M/s SPGPrints B.V. for the financial year 2017 and 2018**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the Board of Directors (including Committee(s) of the Board), to enter into material contract(s)/ arrangement(s)/transaction(s) for a period of 2 (two) financial years i.e. from January 1, 2017 to December 31, 2018, with M/s SPGPrints B.V., the Holding Company of the Company, (a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations), for purchase of raw materials and components, which are commercial transactions as detailed in the explanatory statement attached to this Notice."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including Committee(s) of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing Proxy as per the format included in the Annual Report, duly completed, stamped and signed should be returned to the Registered Office of the Company not less than **FORTY EIGHT HOURS** before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate

resolution/authority letter/power of attorney, as applicable, issued by the member organization. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
4. Pursuant to Sections 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund (“IEPF”) established by the Central Government. The Company during the year has transferred a sum of Rs. 8,39,040/- being unclaimed dividend amount for the financial year 2008 to the Investor Education and Protection Fund of the Central Government. The shareholders who have not claimed their dividend for the financial year 2009 and all subsequent years are requested to claim their dividend as early as possible failing which it would be transferred to IEPF as per the (tentative) dates mentioned below and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred. The details of unclaimed dividends are available on the Company’s website at [www.stovec.com](http://www.stovec.com) and Ministry of Corporate Affairs website at [www.mca.gov.in](http://www.mca.gov.in).

Financial Year	Final Dividend/Interim Dividend	Tentative Date for transfer to IEPF
2009	Final Dividend	4 <sup>th</sup> May, 2017
2010	Final Dividend	14 <sup>th</sup> June, 2018
2011	Final Dividend	8 <sup>th</sup> June, 2019
2012	Final Dividend	17 <sup>th</sup> July, 2020
2013	Final Dividend	15 <sup>th</sup> June, 2021
2014	Final Dividend	7 <sup>th</sup> June, 2022
2015	Final Dividend	28 <sup>th</sup> June, 2023

Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to an IEPF suspense account. The Company has sent intimation to all such shareholders who have not claimed their dividend for seven consecutive years. All such Shareholders are requested to claim their Unclaimed Dividend expeditiously failing which their shares shall be transferred to IEPF suspense Account and no claim shall lie against the Company. The Shareholders thereafter need to claim their shares from IEPF Authority by filing E-Form-5 and by following such procedures as prescribed in the IEPF Rules (as may be amended from time to time).

5. The Register of Members and Share Transfer Book shall remain closed from May 5, 2017 to May 11, 2017 (both days inclusive). If the final dividend on equity shares, as recommended by the Board of Directors is declared at the 43<sup>rd</sup> Annual General Meeting, payment of such dividend will be made on or after May 18, 2017 as under:
  - i. To all Members in respect of shares held in physical form, after giving effect to valid transfer in respect of transfer request lodged with the Registrar and Transfer Agent on or before the close of business hours on May 4, 2017.
  - ii. To all Beneficial Owners in respect of shares held in electronic form, whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as at the close of business hours on May 4, 2017.
6. Members/Proxies should bring the attendance slip sent herewith duly filled in & signed for attending the Meeting. The copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
7. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS). **It is in Members interest to avail NECS facility as it is quick and much convenient way of getting dividend directly in your bank account.** Members

desirous of availing NECS facility are requested to submit bank particulars in ECS Mandate Form, the format of which is annexed at the end of this Annual Report.

8. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only. However, Members holding shares in physical mode are required to notify any change pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to Registrar and Share Transfer Agent i.e. **M/s. Link Intime India Private Limited**, 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Center-I (ABC-I), Besides Gala Business Center, Nr. St. Xavier's College Corner, Off. C.G. Road, Navrangpura, Ahmedabad – 380 009, Gujarat.
9. Brief profile of Director(s) seeking re-appointment at the 43<sup>rd</sup> Annual General Meeting, is annexed and forms integral part of the Notice.
10. As per Securities and Exchange Board of India (SEBI) norms, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Transfer Agents. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from December 1, 2015), for registration of transfer of shares, the transferee(s) as well as transferor(s) are required to furnish a copy of their PAN card to Company's Registrar and Share Transfer Agent.

11. **Green Initiative:**

The Ministry of Corporate Affairs has allowed paperless compliances by companies through electronic mode by providing the same under the Companies Act, 2013 and rules framed thereunder. The Members can now receive various notices and documents including Annual Reports through electronic mode. Members who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail id for e-communication. Members holding shares in dematerialized form are requested to register / update their e-mail id for e-communication with the Depository Participants, while Members holding shares in physical form are requested to register their e-mail id by sending a request on [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or [secretarial@stovec.com](mailto:secretarial@stovec.com). Even after registering for e-communication, Member(s) are entitled to receive communication(s) including Annual Report in physical form, free of cost, on receipt of written request for the same. Members may also note that the Annual Report for the financial year 2016 together with Notice of the 43<sup>rd</sup> Annual General Meeting, Attendance Slip, Proxy Form and Route Map will also be available on the website of the Company viz. [www.stovec.com](http://www.stovec.com) for their download.

12. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the financial year 2016 and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route Map are being sent by email, unless any Member has requested for a physical copy of the same, to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. For Members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2016 and this Notice of 43<sup>rd</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route map are being sent through the permitted mode.
13. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public holidays between 11.00 a.m. to 2.00 p.m. up to the date of the 43<sup>rd</sup> Annual General Meeting of the Company.
14. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
15. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company **at least 7 days** before the date of the meeting so that the information required may be made available at the meeting.

16. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the electronic form with any Depository Participant ("DP"), with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is [INE755D01015](#). Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact Company's Registrar and Share Transfer Agent for assistance in this regard.
17. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members 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 demat form; the nomination form may be filed with the respective Depository Participant.
18. **Voting through electronic means**
- 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 amended, and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Ltd ("CDSL") on all resolutions set forth in this Notice. The instructions for e-voting are enclosed with this notice.

**Regd. Office:**

N.I.D.C. Nr. Lambha Village,  
Post: Narol, Ahmedabad – 382 405  
Gujarat, INDIA.  
CIN: L45200GJ1973PLC050790  
Tel: +91 (0) 79 3041 2300, Fax: +91 (0) 79 2571 0406,  
E-mail: [secretarial@stovec.com](mailto:secretarial@stovec.com),  
Website: [www.stovec.com](http://www.stovec.com)

**By Order of the Board of Directors**

Sd/-  
Varsha Adhikari  
**Company Secretary**  
**Membership No. A17604**

**Date: March 25, 2017**

**Place: Mumbai**

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**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Ordinary Business at Item No. 4 and Special Business at Item No. 5 to 8 of the Notice is annexed hereto and forms part of this Notice.

**Item No. 4**

M/s Price Waterhouse, Chartered Accountants, were appointed as Statutory Auditors of the Company in the 36<sup>th</sup> Annual General Meeting of the Company held on March 30, 2010. Thereafter due to commencement of Companies Act, 2013, they were re-appointed in terms of Section 139 of the Companies Act, 2013 for a consecutive term of 5 years from the conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of 46<sup>th</sup> Annual General Meeting to be held in the calendar year 2020 (subject to ratification of their re-appointment by Members at every subsequent Annual General Meeting). The re-appointment of Statutory Auditor's was lastly ratified in the 42<sup>nd</sup> Annual General Meeting. M/s Price Waterhouse, Chartered Accountants have intimated the Company showing their unwillingness for ratification of their re-appointment in the forthcoming Annual General Meeting.

On recommendation of Audit Committee, the Board of Directors in its meeting held on February 23, 2017, subject to the approval of Members, has appointed M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as the Statutory Auditors of the Company in place of retiring auditors M/s Price Waterhouse, Chartered Accountants, to hold office as such from the conclusion of 43<sup>rd</sup> Annual General Meeting (subject to ratification of their appointment by Members at every Annual General Meeting to be held after 43<sup>rd</sup> Annual General Meeting) until the conclusion of 48<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

The Board accordingly recommends the resolution at Item No. 4 of this Notice for the approval of Members. None of the Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 4 of this Notice.

Although not mandatorily required to be given, the above Explanatory Statement is given as a part of good Corporate Governance Practice.

**Item No. 5**

In terms of Section 197 of the Act, the approval of the Members is not required for the payment of commission to the non-executive directors up to 1% of the net profits of the Company. However, as per Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Non-executive Directors' (including Independent Director's) compensation and disclosures, all fees / compensation, payable to non-executive directors requires approval of the Members by means of an ordinary resolution.

Dynamic business environment and good corporate governance requires the Independent Directors to play a more pro-active role alongwith greater involvement in Board's decision making process. The Board of Director's in its meeting held on March 25, 2017, subject to the approval of Members in General Meeting, have decided to remunerate the Independent Directors by way of Commission and accordingly approval of Members is hereby sought by way of an Ordinary resolution for the payment of Commission to Independent Directors for a period of three financial years commencing from January 1, 2017, as set out at Item No. 5 of this Notice. The Commission shall be in addition to the payment of sitting fees and reimbursement of expenses incurred for attending the meetings of the Board of Directors of the Company and its Committee(s) thereof.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for the approval of Members.

Mr. K.M. Thanawalla and Mr. Marco Wadia, Independent Directors and their relatives are deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of the remuneration that may be received by them. None of the other Directors, Key Managerial Personnel and relatives thereof, are in anyway concerned or interested, financially or otherwise, in the resolution at Item No. 5 of this Notice.

**Item No. 6**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending December 31, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly consent of the Members is sought by way of an ordinary resolution as set out at Item No. 6 of this Notice, for ratification of the remuneration amounting to Rs. 1,10,000/- plus applicable service tax/goods and service tax and out of pocket expenses, if any, payable to the Cost Auditors for Cost Audit for the financial year ending on December 31, 2017, in respect of products/ activities of the Company covered under the Companies (Cost Records and Audit) Amendment Rules, 2014/2016.

The Board accordingly recommends the resolution at Item No. 6 of this Notice for the approval of Members.

None of the Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 6 of this Notice.

**Item No. 7 & 8**

SPGPrints B.V. ("SPGPrints"), based out at Netherlands, is a global leader in the textile and graphics printing market and known for its quality products. In order to meet the quality standards prescribed by SPGPrints and considering the business needs in India, Company needs to import certain raw materials and components from SPGPrints. As per Regulation 23 of Listing Regulations (effective from December 1, 2015) transactions with a related party shall be considered material if the transaction / transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10 (ten) percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and shall require approval of the shareholders through resolution in General Meeting. Accordingly transactions entered during the financial year 2016 with M/s SPGPrints B.V. (a 'Related Party' as defined under Section 2 (76) of Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations) as set out at Item No. 7 of this Notice, has been placed before the Members for their approval by way of Ordinary Resolution.

Further, taking into consideration the past trends, it is likely that transactions with SPGPrints during the financial year 2017 & 2018, may cross the materiality threshold prescribed under Listing Regulations and thus would require approval of shareholders by Ordinary Resolution. Accordingly transactions entered/ to be entered with SPGPrints during the financial year 2017 & 2018, as set out at Item No. 8 of this Notice, has been placed before the Members for their approval by way of Ordinary Resolution.

The particulars of the contracts / arrangements / transactions are as under:

<b>Particulars</b>	<b>Information</b>
Name of the Related Party	SPGPrints B.V.
Nature of Relationship	Holding Company of the Company
Name of Director(s) or Key Managerial Personnel who is related, if any.	None except Mr. Dirk Joustra and Mr. Eiko Ris
Nature and Particulars of transactions	Purchase of Raw Materials and Components
Material terms of the Contracts/Arrangement/ Transactions	In the ordinary course of business and on arm's length basis.
Duration of Related Party Transactions	These transactions are on-going depending upon the needs of business.
Value of Related Party Transaction during the financial year 2016	INR 166,577,585/- (10.27 % of Annual Consolidated Turnover of the Company for the financial year 2015)
Estimated Related Party Transaction for the financial year 2017 & 2018, as a % of Annual Consolidated Turnover of the Company.	During mentioned financial year, Related Party Transaction with SPGPrints B.V. with respect to purchase of raw materials and components shall not exceed 20 % of Annual Consolidated Turnover of the Company as per last audited financial statements of the Company. <b>Note</b> : For determining Material Related Party Transactions for the financial year 2017, the Annual Consolidated Turnover of the Company for the financial year 2016 will be considered and for determining Material Related Party Transactions for the financial year 2018, the Annual Consolidated Turnover of the Company for the financial year 2017 will be considered.
Any other information relevant or important for the Members to make a decision.	None

The Related Party Transactions as mentioned above are/were necessary, normal and incidental to business and also play/played a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution as set forth in Item No. 7 & 8 of this Notice for the approval of the Members in terms of Regulation 23 (4) of the Listing Regulations.

None of the Director's, Key Managerial Personnel and relatives thereof except Mr. Dirk Joustra and Mr. Eiko Ris, are in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 7 & 8 of this Notice.

**Regd. Office:**

N.I.D.C. Nr. Lambha Village,  
Post: Narol, Ahmedabad – 382 405  
Gujarat, INDIA.  
CIN: L45200GJ1973PLC050790  
Tel: +91 (0) 79 3041 2300, Fax: +91 (0) 79 2571 0406,  
E-mail: [secretarial@stovec.com](mailto:secretarial@stovec.com),  
Website: [www.stovec.com](http://www.stovec.com)

**By Order of the Board of Directors**

Sd/-  
Varsha Adhikari  
**Company Secretary**  
**Membership No. A17604**

**Date: March 25, 2017**

**Place: Mumbai**

Brief profile of Director(s) seeking re-appointment at the forthcoming Annual General Meeting of the company pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India.

<b>Name of Director</b>	<b>Mr. Eiko Ris</b>
<b>Date of Birth</b>	October 17, 1958
<b>Date of Appointment</b>	February 16, 2016
<b>Expertise in specific functional areas</b>	Finance & General Management
<b>Qualifications</b>	MsC (RA) from The Netherlands Institute of Registered Accountants.
<b>Details of relationship between Directors inter-se</b>	None
<b>Details of shares held in the Company</b>	Nil
<b>List of companies in which directorship held as on December 31, 2016 [excluding Pvt. Companies, Foreign Companies &amp; Companies under Section 8 of the Companies Act, 2013 (Erstwhile Section 25 of the Companies Act, 1956)].</b>	None
<b>Chairman/Member of the *Committees of other Companies as on December 31, 2016</b>	None

\* The Committee includes the Audit Committee and the Stakeholders Relationship Committee only.

## **INSTRUCTIONS FOR REMOTE E-VOTING**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, **May 7, 2017 @ 9.00 hours** (IST) and ends on Wednesday, **May 10, 2017 @ 17.00 hours** (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the **cut off date i.e. May 4, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on Attendance Slip in the PAN Field.</li> </ul>
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. <ul style="list-style-type: none"> <li>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).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <**Stovec Industries Limited**> on which you choose to vote.

(xii) 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 a print of the votes cast 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 all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians:**

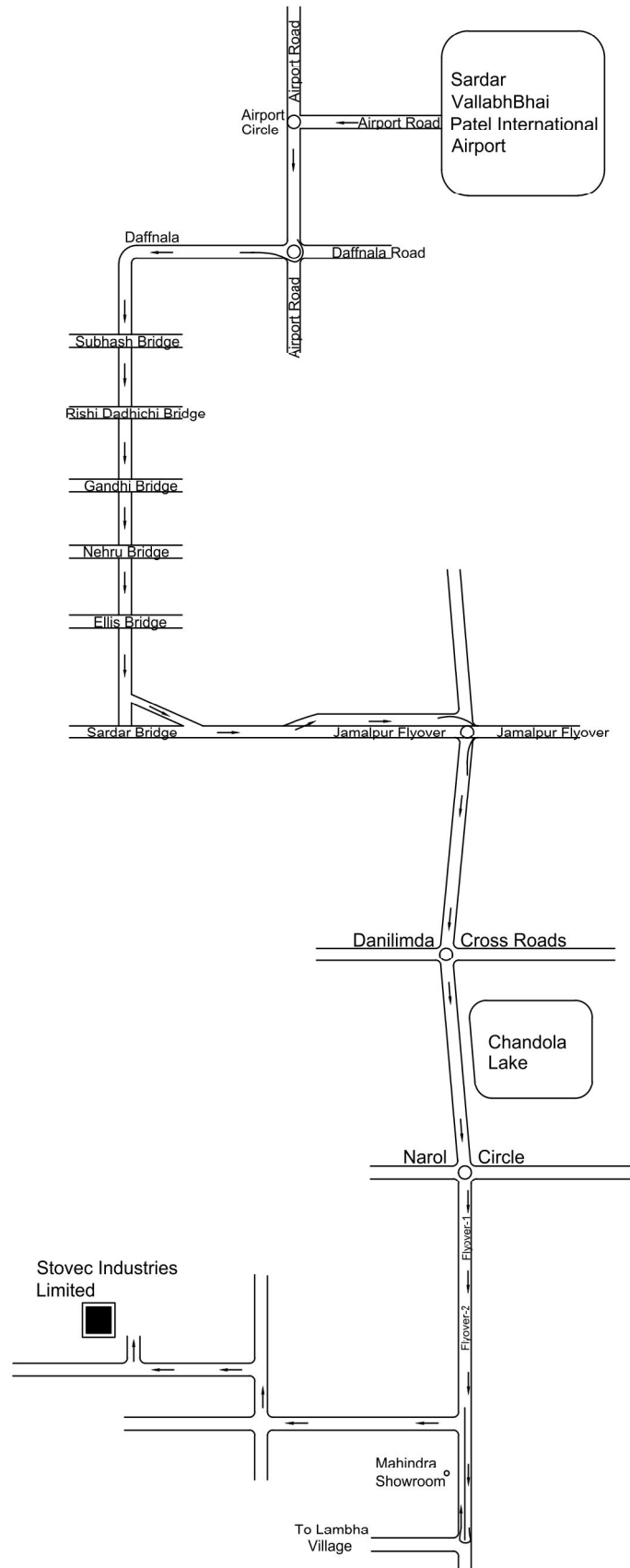
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Instructions

1. The Members who have not casted their vote by remote e-voting prior to the Annual General Meeting (“AGM”) can exercise their voting rights at the AGM. The Members who have already exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM. If a Member casts vote again at the AGM, then votes casts through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
2. The Voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date, Thursday, May 4, 2017**.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Ownership maintained by the RTA/Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for remote e-voting or voting at the AGM and should treat this Notice for information purpose only. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or to the Company at [secretarial@stovec.com](mailto:secretarial@stovec.com). However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
4. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
5. Mr. Sandip Sheth of M/s Sandip Sheth and Associates, Practicing Company Secretaries (Membership No. 5467, CP No. 4354), has been appointed as the Scrutinizer to scrutinize the voting process (electronically and otherwise) in a fair and transparent manner.
6. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot or polling paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
7. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter 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 48 hours 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
8. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.stovec.com](http://www.stovec.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within 48 hours of the passing of the resolutions at the 43<sup>rd</sup> Annual General Meeting of the Company and shall also be communicated to BSE Limited, where the shares of the Company are listed.

### Route Map to the venue of AGM



# STOVEC INDUSTRIES LIMITED

Regd. Office : N.I.D.C., Nr. Lambha Village, Post: Narol, Ahmedabad – 382 405, Gujarat, India.

Tel: +91 (0) 79 3041 2300, Fax: +91 (0) 79 2571 0406, E-mail: [secretarial@stovec.com](mailto:secretarial@stovec.com),

CIN.: L45200GJ1973PLC050790 Website: [www.stovec.com](http://www.stovec.com)

## ATTENDANCE SLIP

**43<sup>RD</sup> ANNUAL GENERAL MEETING, THURSDAY, 11<sup>TH</sup> DAY OF MAY, 2017 AT 11.00 A.M.**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE VENUE OF MEETING**

DP ID & CLIENT ID/FOLIO NO.	
NO. OF SHARES	
NAME AND ADDRESS OF THE REGISTERED MEMBERS	

I hereby record my presence at the 43<sup>rd</sup> Annual General Meeting of the Company to be held on Thursday, 11<sup>th</sup> May, 2017 at 11.00 a.m. at the Registered Office of the Company at N.I.D.C., Near Lambha Village, Post : Narol, Ahmedabad – 382 405, Gujarat, India.

Full name of the Proxy, if attending the Meeting:

Signature of the Member / Joint Member / Proxy attending the Meeting : \_\_\_\_\_

EVSN (Electronic Voting Sequence Number)	SEQUENCE NUMBER
<b>170410001</b>	

- Please refer 43<sup>rd</sup> AGM Notice for instructions on remote e-voting.
- Remote e-voting facility is available during the following period:

Date and time of commencement of Remote e-voting	May 7, 2017 @ 9.00 hours (IST)
Date and time of end of Remote e-voting	May 10, 2017 @ 17.00 hours (IST)

# STOVEC INDUSTRIES LIMITED

Regd. Office: N.I.D.C., Nr. Lambha Village, Post: Narol, Ahmedabad – 382405, Gujarat, India.

Tel: +91(O) 79 30412300, Fax: +91(O) 79 25710406, E-mail: [secretarial@stovec.com](mailto:secretarial@stovec.com),

CIN.: L45200GJ1973PLC050790 Website: [www.stovec.com](http://www.stovec.com)

**43<sup>RD</sup> ANNUAL GENERAL MEETING, THURSDAY, 11<sup>TH</sup> DAY OF MAY, 2017 AT 11.00 A.M.**

**Form No. MGT-11**

## PROXY FORM

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

CIN	L45200GJ1973PLC050790
Name of the Company	Stovec Industries Limited
Registered Office	N. I. D.C. , Nr. Lambha Village, Post: Narol, Ahmedabad - 382 405, Gujarat, India.
Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No. / Client Id	
DP ID	

I/We, being the holder(s) of \_\_\_\_\_ equity shares of Stovec Industries Limited, hereby appoint

- Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 43<sup>rd</sup> Annual General Meeting of the Company to be held on Thursday, 11<sup>th</sup> day of May, 2017 at 11.00 a.m. at the registered office of the Company at N.I.D.C. Nr. Lambha Village, Post: Narol, Ahmedabad - 382405, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Particulars	Optional*	
		For	Against
	<b>ORDINARY BUSINESS :</b>		
1	To receive, consider and adopt a) the Audited Financial Statements of the Company for the financial year ended December 31, 2016, together with the Report of the Board of Directors and the Auditor's thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended December 31, 2016, and the Report of the Auditors thereon.		
2	To declare dividend on Equity Shares.		
3	To appoint a Director in place of Mr. Eiko Ris (DIN: 07428696), who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company.		
	<b>SPECIAL BUSINESS :</b>		
5	Payment of Commission to Independent Directors of the Company		
6	Payment of remuneration to M/s Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338), the Cost Auditors of the Company for the financial year 2017		
7	Approval of Related Party Transactions with M/s SPGPrints B.V. for the financial year 2016		
8	Approval of Related Party Transactions with M/s SPGPrints B.V. for the financial year 2017 and 2018		

Signed \_\_\_\_\_ this day of \_\_\_\_\_ 2017

Affix One  
Rupee  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of Member(s) across  
Revenue Stamp

### Notes:

- 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.
- For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 43rd Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- It is optional to put a '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.