

06th August, 2022

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. Scrip Code: 532782	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. Scrip Code: SUTLEJTEX
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Dear Sirs,

Sub: Notice of 17th Annual General Meeting of the Company

This is further to our letter dated 02nd August, 2022 wherein the Company had informed that the Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 30th August, 2022 through Video Conference / Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

We are submitting herewith the Notice of AGM for the financial year 2021-22, which is also being sent through electronic mode to the Members.

The same is available on the Company's website at www.sutlejtextiles.com

You are requested to take note of the same.

Thanking you

Yours faithfully

For **Sutlej Textiles and Industries Limited**



Manoj Contractor

Company Secretary and Compliance Officer



(Govt. Recognised Three Star Export House)

Regd. Office: Pachpahar Road, Bhawanimandi - 326502 (Rajasthan) • Mills: Bhawanimandi (Raj.), Kathua (J&K), Baddi (H.P.), Bhilad (Guj.)

SUTLEJ TEXTILES AND INDUSTRIES LIMITED

(CIN: L17124RJ2005PLC020927)

Regd. Office: Pachpahar Road, Bhawanimandi 326 502 (Rajasthan)

Tel. No.: (07433) 222052 / 82 / 90 Fax: (07433) 222354 / 222916

Email: stil.investor_grievance@sutlejtextiles.com **website:** www.sutlejtextiles.com

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Sulej Textiles and Industries Limited, will be held on Tuesday, 30th August, 2022 at 3.00 p.m. through Video Conference (VC) or any Other Audio Visual Means (OAVM) to transact the following business:

A. AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company as at 31st March, 2022, together with the Reports of the Auditors and Directors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company as at 31st March, 2022, together with the Reports of the Auditors thereon.
3. To declare Dividend, if any.
4. To appoint a Director in place of Mr. C. S. Nopany (DIN: 00014587) who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 (“the Act”) read with relevant provisions under the Companies (Audit and Auditors) Rules, 2014 (“the Audit Rules”) and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Audit Committee of the Company (“the Audit Committee”) and the Board of Directors of the Company (“the Board”), M/s. B. S. R. & Co. LLP., Chartered Accountants (ICAI Firm Registration Number: 101248W/W-100022) (“the Auditors”) be and are hereby re-appointed as Statutory Auditors of the Company, for a second term of five (5) consecutive years commencing from the financial year 2022-23 to hold office from the conclusion of the 17th Annual General Meeting of the Company till the conclusion of 22nd Annual General Meeting to be held in the year 2027 and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT the Board including any of its duly constituted and authorised committee(s) thereof or the Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

B. AS SPECIAL BUSINESS:

Item no. 6

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, M/s. K. G. Goyal & Associates who have been appointed as the Cost Auditors of the Company and its units, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the appointment of M/s. K. G. Goyal & Associates as Cost Auditors (the “Cost Auditor”) shall also extend to all such unit/s as may be owned by the Company during the financial year 2022 - 23; and shall be on such remuneration as may be mutually agreed between the Company and the Cost Auditor, subject to the recommendation of the Audit Committee and approved resolution of the Board in this behalf.

RESOLVED FURTHER THAT the Board and / or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Item no. 7

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Rajib Mukhopadhyay (DIN: 02895021) who was appointed as an Additional Director at the meeting of the Board held on 11th June, 2022 and who holds office under Section 161 of the Act upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies in this regard.”

Item no. 8

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 (the Act) read with Schedule V and other applicable provisions of the Act and read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Managerial Personnel Rules”), (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Rajib Mukhopadhyay (DIN: 02895021) as the Wholetime Director of the Company for a period of 3 (three) years w.e.f. 11th June, 2022 at a remuneration and on the terms and conditions as are set out in the explanatory statement annexed to the notice convening this Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Rajib Mukhopadhyay which shall be in accordance with the prescribed provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

By Order of the Board
For Sutlej Textiles and Industries Limited

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

Place: Mumbai
Date: 11th June, 2022

NOTES FOR MEMBERS' ATTENTION

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the special businesses to be transacted at the 17th Annual General Meeting (AGM) as set out in the Notice, is annexed hereto.
2. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs ("MCA") in continuation to previous Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021, further extended the relaxation vide Circular dated 5th May 2022 and The Securities and Exchange Board of India ("SEBI") has also issued circular in continuation to previous Circular dated 12th May, 2020, further extended the relaxation vide Circular dated 15th January, 2021 and 13th May, 2022 (collectively referred to as "said Circulars"), which does not require physical presence of the Members at common venue, In view of this, the 17th AGM is being conducted through Video Conference ("VC") / Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company. National Securities Depositories Limited (NSDL) will be providing the facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM facility and e-Voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in note no. 12 below and is also available on the website of the Company at www.sutlejtextiles.com.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in terms of the provisions of Sections 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat, including casting votes by electronic means.
4. In view of the outbreak of COVID-19 pandemic and in line with the said Circulars issued by the MCA and SEBI, the Annual Report including Notice of the 17th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by email, to all the Members whose email IDs are registered with the Company / Depository Participant(s) (DPs) for communication purposes and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, Listing Regulations, 2015 read with the said Circulars issued by MCA and SEBI, the Annual Report including Notice of the 17th AGM of the Company will also be available on the website of the Company at www.sutlejtextiles.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com
5. Particulars pursuant to Regulation 36(3) of Listing Regulations, 2015 pertaining to the Directors being appointed / re-appointed are annexed hereto to this Notice.
6. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd.**, Registrar and Share Transfer Agent (RTA) of the Company at their address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, rnt.helpdesk@linkintime.co.in, for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit - Sutlej Textiles and Industries Limited".
7. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at <https://www.sutlejtextiles.com/pdf/ISR/FORM-SH-13-Nomination%20Form.pdf>
Members holding shares in demat mode should file their nomination with their DPs for availing this facility.
8. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 03rd November, 2021.
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website under the weblink at <https://www.sutlejtextiles.com/pdf/ISR/FORM-ISR-4-Request%20for%20issue%20of%20Duplicate%20Certificate.pdf>

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.

10. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS) / Direct Credit / IMPS / NEFT etc. In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR - 1' along with the original cancelled cheque bearing the name of the Member to RTA / Company to update their bank account details and all the eligible Members holding shares in demat mode are requested to update with their respective DPs before Friday, 19th August, 2022, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in physical form may communicate these details to RTA having address at **Link Intime India Pvt. Ltd.**, C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, rnt.helpdesk@linkintime.co.in, before Friday, 19th August, 2022 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.

11. Members are requested:

- a) To quote their folio number / DP ID and Client ID in all correspondence.
- b) To notify immediately change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialised form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.

12. **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**

- I. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-Voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. For convenience of the Members and proper conduct of AGM, Members can login and join atleast 30 (thirty) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
- III. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- IV. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- V. Members seeking any information with regard to accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 23rd August, 2022, by 5.00 p.m. through email on stil.investor_grievance@sutlejtextiles.com. The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

13. The instructions and other information relating to voting through electronic means is given hereunder:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, 2015, the Company is pleased to provide Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting. The Company has engaged the services of National Securities Depository Limited (NSDL), who will provide the e-Voting facility of casting votes to a Member using remote e-Voting system (e-Voting from a place other than venue of the AGM) (remote e-Voting) as well as e-Voting during the proceeding of the AGM (e-Voting at the AGM).
- II. Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.

- III. The remote e-Voting period commences on 27th August, 2022 (9:00 am) and ends on 29th August, 2022 (5:00 pm). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd August, 2022, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- IV. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


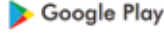


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL .	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

	<p>4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi / Easiest the user will be also able to see the e Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschouhanr007@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rnt.helpdesk@linkintime.co.in.

If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.

3. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020, on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to stil.investor_grievance@sutlejtextiles.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number.

Only those Members who have registered themselves as speaker by 5.00 p.m. on 25th August, 2022 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.

- V. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 23rd August, 2022.
- VI. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ashok.sherugar@linkintime.co.in.
- VII. A person, 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 only shall be entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM.
- VIII. Mr. Rajendra Chouhan of M/s. R. Chouhan & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
- IX. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after completion of the scrutiny of e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and will also be displayed on the Company's website at www.sutlejtextiles.com.
- X. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by Members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to stil.investor_grievance@sutlejtextiles.com.

14. Dividend

- Pursuant to Regulation 42 of the Listing Regulations, 2015 and the relevant provisions of the Act, the record date fixed for the purpose of Dividend entitlement is Monday, 29th August, 2022.
- The Dividend for the financial year ended 31st March, 2022, as recommended by the Board, if approved at the

AGM, will be paid on or after 04th September, 2022 to those Members whose name appear in the Register of Members of the Company as on the record date, subject to deduction of tax at source where applicable.

- The Company provides the facility to the Members for remittance of dividend directly in electronic mode. In view of the outbreak of COVID-19 pandemic and resultant difficulties involved in dispatching of physical dividend warrants, Members desirous of availing the facility of Electronic Credit of dividend are requested to fill up NECS form attached to this Notice and return the same duly filled and signed alongwith a photocopy of a leaf of their cheque book bearing bank account number, on or before 19th August, 2022. The said details in respect of the shares held in electronic form should be sent to their respective **Depository Participant** (with a copy to the Company / RTA) for appropriate action before close of work on 19th August, 2022. For shares held in physical form, the said details should be sent to the Company / RTA for appropriate action.
- In line with the said circulars issued by the MCA and SEBI, in case the Company is unable to pay the dividend to any Member by electronic mode, due to non-availability of their latest bank account details, the Company shall dispatch the dividend warrant / cheque to such Members by post.
- Members holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
- Members may note that pursuant to the changes introduced by the Finance Act, 2020, the Company would be required to withhold taxes at the prescribed rates on the Dividend paid to its Members. The withholding tax rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company. Accordingly, the above referred final dividend will be paid to the Members after deducting the tax at source as follows:

Resident Member:

It may be noted that tax would not be deducted on payment of Dividend to Resident Individual Members, if total dividend to be paid in a financial year does not exceed Rs. 5,000/-. Where the dividend payable exceeds Rs. 5,000/- for financial year 2022 - 23, please refer to the table below for the details:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10%	<p>Update / Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's RTA - Link Intime India Private Limited (in case of shares held in physical mode) by writing an email at rnt.helpdesk@linkintime.co.in</p> <p>If Member is classified as "specified person" as per the provision of section 206AB, tax will be deducted at the rate higher of the following:</p> <ol style="list-style-type: none"> Twice the rate specified in the relevant provision of the Income-tax Act, 1961; or Twice the rate or rates in force; or The rate of 5%. <p>Specified person means a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in each of these two previous years.</p> <p>For the purpose of identifying whether a Member is categorized as "Specified Person" as per the provision of section 206AB, the tax department has started functionality check on the tax portal. The Company will be relying on the information verified by the utility available on the Income Tax website.</p>
Without PAN / Invalid PAN	20%	-

Submitting Form 15G / Form 15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions. The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The url for the same is as under: https://www.linkintime.co.in/client-downloads.html On this page select the General tab. All the forms are available under head "Form 15G/15H/10F".
Submitting Order under Section 197 of the Income Tax Act, 1961	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority.
An Insurance Company as specified under Section 194 of the Income Tax Act, 1961	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested PAN.
a) Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN and registration certificate.
b) Alternative Investment Fund (AIF) established in India		Self-declaration that their income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are established as Category I or Category II AIF under the SEBI Regulations, alongwith self-attested copy of PAN and registration certificate.

Non-Resident Member:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	<ul style="list-style-type: none"> - Update / Verify the PAN and legal entity status as per the Income Tax Act, 1961, if not already done, with the depositories or with the Company's RTA, as the case may be. - Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route. - Self-attested copy of SEBI Registration certificate.
Other Non - resident Members	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	<p>Update / Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's RTA - Link Intime India Private Limited (in case of shares held in physical mode) by writing an email at rnt.helpdesk@linkintime.co.in</p> <p>In order to apply the Tax Treaty rate, all the following documents would be required:</p> <ol style="list-style-type: none"> 1) Copy of Indian Tax Identification number (PAN), if available. 2) Valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident. 3) Form 10F duly filled and signed. 4) Self-declaration from Non-resident, primarily covering the following: <ul style="list-style-type: none"> - Non-resident is eligible to claim the benefit of respective tax treaty; - Non-resident receiving the dividend income is the beneficial owner of such income; and - Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India.

Submitting Order u/s 197 of the Income Tax Act, 1961 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority.
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** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial Tax Treaty rate shall depend upon the completeness of the documents submitted by the Non - Resident Member and review to the satisfaction of the Company.

Kindly note that the aforementioned documents / declarations are required to be submitted to our RTA, Link Intime India Private Limited at its dedicated link mentioned below - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 26th August, 2022, 5.00 p.m. Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post 26th August, 2022, 5:00 p.m. (IST). It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible. All communications / queries in this respect should be addressed and sent to our RTA at its email address rnt.helpdesk@linkintime.co.in Please note no tax exemption forms sent on this mail id will be entertained and this mail is specifically for dividend tax related queries.

If the tax on said dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the aforementioned details / documents on or before 26th August, 2022, the Member may claim an appropriate refund in the return of income filed with their respective tax authorities.

No claim shall lie against the Company for such taxes deducted.

- Pursuant to provisions of Section 124(5) of the Act, dividends which remain unclaimed / un-encashed for a period of 7 years is required to be transferred to the Investor Education and Protection Fund of the Central Government established under sub-section (1) of Section 125 of the Act. Therefore, Members who have not encashed their dividend for the financial year 2014-15 to 2020-21 should lodge their request for the same with the RTA or the Company. The IEPF Rules mandate the companies to transfer the shares of Members whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all the Members whose shares were due to be transferred to the IEPF Authority and after publishing newspaper advertisement, have transferred the shares pertaining to those Members who had not encashed their dividends for 7 consecutive years to the IEPF Authority. The list of Members whose shares have been transferred to the IEPF Authority is available on the website of the Company at www.sutlejtextiles.com. **Hence, the Company urges all the Members to encash/ claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company are available on the website of the Company www.sutlejtextiles.com**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Item nos. 5 to 8 mentioned in the accompanying Notice.

Item no. 5

Members of the Company had approved the appointment of M/s. B. S. R. & Co. LLP., Chartered Accountants (ICAI Firm Registration Number: 101248W/W-100022) as the Statutory Auditors at the 12th AGM of the Company held on 31st August, 2017 which is valid till the conclusion of the 17th AGM of the Company.

Pursuant to Section 139(2) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Company can appoint an audit firm for two consecutive terms of five years each.

In view of the above, M/s. B. S. R. & Co. LLP., Chartered Accountants (ICAI Firm Registration Number: 101248W/W-100022), are proposed to be re-appointed as sole auditors of the Company for a second term of five years commencing from the Company's financial year 2022-23 to hold office from the conclusion of the 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting on a remuneration plus applicable taxes, out-of-pocket expenses, etc., incurred in connection with the audit as may be decided by the Board of Directors of the Company (the "Board") in consultation with the auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their re-appointment. The Board recommends the passing of the ordinary resolution for re-appointment of M/s. B. S. R. & Co. LLP., Chartered Accountants (ICAI Firm Registration Number: 101248W/W-100022), as statutory auditors. A written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received. They have further confirmed that they are not disqualified to be re-appointed as Statutory Auditors in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The Board, on the recommendation of the Audit Committee, recommends the re-appointment of M/s. B. S. R. & Co. LLP., Chartered Accountants for approval of the Members as set out at item no. 5 of the accompanying Notice by way of an ordinary resolution. The Board recommends the ordinary resolution for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the resolution set out at item no. 5 of the Notice.

Item no. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal and Associates, Cost Accountants, (Registration No. FRN - 000024), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company's units (a) Rajasthan Textile Mills, Bhawanimandi (Raj.); (b) Chenab Textile Mills, Kathua (J&K); (c) Birla Textile Mills, Baddi, (H.P.); (d) Damanganga Home Textiles, Bhilad, (Guj.); (e) Damanganga Process, Bhilad, (Guj.) and f) Sutlej Green Fibre (also known as Birla Textile Mills Unit II) and any other unit of the Company which may be required to undertake cost audit for the financial year 2022 - 23, at a fee of Rs. 2,25,000/- subject to tax deductible at source (TDS), plus Goods and Services Tax, etc., as applicable, apart from certification fees and other out of pocket expenses, as remuneration for cost audit services for the financial year 2022 - 23.

The appointment of M/s. K. G. Goyal & Associates as Cost Auditors shall also extend to all such applicable unit/s as may be owned by the Company during the said financial year; and shall be on such remuneration as may be mutually agreed upon, subject to the recommendation of the Audit Committee of the Board and endorsed / ratified by the resolution of the Members in this behalf.

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 need to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for approval of item no. 6 set out in the accompanying Notice by way of an ordinary resolution. The Board recommends the ordinary resolution for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the resolution set out at item no. 6 of the Notice.

Item nos. 7 and 8

The Board has appointed Mr. Rajib Mukhopadhyay (DIN No. 02895021) as an Additional Director of the Company w.e.f. 11th June, 2022 pursuant to applicable provisions of the Act. The term of his office extends upto the date of this AGM. Notices as per the provisions of Section 160 of the Companies Act, 2013 (the Act) have been received in writing from members proposing the candidature of Mr. Rajib Mukhopadhyay for the office of Director of the Company.

The Board at its meeting held on 11th June, 2022, had also appointed Mr. Rajib Mukhopadhyay (DIN No. 02895021) as the Wholetime Director for a period of 3 (three) years with effect from 11th June, 2022, liable to retire by rotation. He has also been appointed as the Chief Financial Officer of the Company. The Board also approved the terms and conditions of his appointment, including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with Section 196, 197 and 203 and Schedule V of the Act, and other applicable provisions of the Act; read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Managerial Personnel Rules") (including any statutory modification(s) or re-enactment thereof), for the time being in force, and subject to the approval of the Members at the ensuing AGM.

Mr. Rajib Mukhopadhyay, aged about 52 years, is a member of the Institute of Chartered Accountants of India and has 27 years of working experience. The Nomination and Remuneration Committee and the Board, having regard to his qualification and experience, considered him to be a fit and proper person for the post of Wholetime Director of the Company.

The terms and conditions, including remuneration of Mr. Rajib Mukhopadhyay are as detailed below:

TERMS OF APPOINTMENT

The appointment of Mr. Rajib Mukhopadhyay as Wholetime Director shall be for a period of 3 (three) years w.e.f. 11th June, 2022 and his appointment as Wholetime Director shall be subject to approval of the Members of the Company, pursuant to Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

The terms and conditions of his appointment as Wholetime Director and Chief Financial Officer shall be as detailed below:

I) Basic Salary:

Salary - Rs. 4,66,620/- per month.

The annual increments shall be w.e.f. 1st April of each year and any other enhancement shall be decided by the Nomination and Remuneration Committee, based on merit and taking into account the Company's performance, within the limits contained in Schedule V of the Companies Act, 2013 or any amendment / re-enactment thereof or otherwise as may be permissible at law.

II) In addition to the Basic Salary, the Company shall pay, contribute or provide the following benefits / facilities:

a) Special Allowance :

Rs. 5,21,897/- per month.

b) Contribution to Provident Fund:

Contribution to Provident Fund shall be applicable and allowed to the Wholetime Director subject to the maximum of 12% of the prevailing annual Basic Salary. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these are not taxable under the Income Tax Act, 1961.

c) Gratuity

Upon eligibility, as per the Payment of Gratuity Act, 1972.

d) Medical Reimbursement

Reimbursement of expenses incurred for self and family as per Rules of the Company subject to a maximum of 6% of the prevailing annual Basic Salary.

e) Leave

40 days privilege leave as per the Rules of the Company.

f) Leave Travel Allowance

For the Wholetime Director and his family once in a year as per the Rules of the Company subject to a maximum of 5% of the prevailing annual Basic Salary.

g) Encashment of leave

As per the Rules of the Company.

h) Driver's salary reimbursement

The Wholetime Director shall be eligible for reimbursement of driver's salary not exceeding Rs. 1,92,000/- p.a. and reimbursement of fuel expenses subject to a maximum of 150 litres / month. He shall however not be eligible for a Company car.

The Perquisites shall be subject to the ceiling prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

i) **Minimum remuneration:**

Mr. Rajib Mukhopadhyay shall be paid aforesaid remuneration and perquisites as minimum remuneration in the event of absence or inadequacy of profits in any financial year.

j) **Retirement by rotation:**

Mr. Rajib Mukhopadhyay shall be liable to retire by rotation as a Director subject to the provisions of Section 152 of the Companies Act, 2013.

Mr. Rajib Mukhopadhyay, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be appointed as Wholetime Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations, 2015 with the Stock Exchanges is set out in the Annexure to the Explanatory Statement.

In the opinion of the Board, the appointment of Mr. Rajib Mukhopadhyay as Wholetime Director is in the best interest of the Company and accordingly, your Directors recommend the resolutions set out at item nos. 7 and 8 for approval of the Members.

Save and except Mr. Rajib Mukhopadhyay, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, in the proposed resolutions.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

1. Nature of industry:

The Company is engaged in the business of developing, manufacturing, marketing and selling (domestic and export) of yarns and home textile products.

2. Date of commencement of commercial production:

The Company carries on textile business since its incorporation.

3. Financial performance based on given indicators:

(Rs. in crore)

Particulars	Standalone	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Total Income	3,072.25	1,892.19
EBITDA	417.62	146.04
Less: Depreciation	120.03	94.07
EBIT	297.59	51.97
Less: Finance Cost	48.72	36.83
Profit before exceptional items and tax	248.87	15.14
Less: Exceptional items	7.81	0.00
Profit Before Tax	241.06	15.14
Less: Tax	85.38	5.63
Profit after Tax	155.68	9.51

4. Foreign investments or collaborations, if any:

As at 31st March, 2022, the foreign holdings (including shares held by NRIs) in the Company was at 1.65%.

The Company does not have any foreign collaborations.

II. INFORMATION ABOUT APPOINTEE

1. Background details:

The background details and profile of Mr. Rajib Mukhopadhyay are stated in "Annexure pursuant to Regulation 36 of Listing Regulations" to this Notice.

2. Past remuneration: Not Applicable.

3. Job Profile and his suitability:

Mr. Rajib Mukhopadhyay, 52 years of age is a member of The Institute of Chartered Accountants of India.

He has 27 years of rich and comprehensive experience in Strategic Planning, Accounts and Finance, Taxation, Budgeting / Costing, Treasury Management, Subsidiary / JV / Liaison, Auditing / MIS, Finance Digitization Strategy, M&A, Investor Relations among others.

Considering the qualification and varied experience of Mr. Rajib Mukhopadhyay, the Company will benefit from his appointment.

4. Remuneration Proposed:

Details of remuneration proposed for approval of the Members at this 17th Annual General Meeting of the Company are as provided in this explanatory statement.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Considering the significant expertise and acknowledging the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to Mr. Rajib Mukhopadhyay as Wholetime Director as stated above, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel. He is not related to any director / managerial personnel of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

The Company has been a consistent profit making Company and we expect the trend to continue in coming years.

The Special Resolution is proposed pursuant to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution.

2. Steps taken or proposed to be taken for improvement:

For decades, the Company has meticulously sharpened its strategy to build on its core competence. We are one of India's leading textile company with consumer-facing businesses across India and the world.

Our value enablers comprise our growing scale of business, reliable supply chain, rationalised cost structure, intelligent synergies, smart R&D and technology acumen; and above all commitment to always remain ahead in the compliance marathon.

3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been pursuing and implementing its strategies for growth.

IV. DISCLOSURES:

The disclosures as required on elements of remuneration package, etc. forms part of the explanatory statement of this Notice.

By Order of the Board
For Sutlej Textiles and Industries Limited

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

Place: Mumbai
Date: 11th June, 2022

ANNEXURE

PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS, 2015 WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particulars	Mr. C. S. Nopany
DIN No.	00014587
Designation	Executive Chairman
Age	56 years
Date of appointment	01 st June, 2006
Qualification	Chartered Accountant Master's Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburg, USA.
Expertise in specific functional areas	Mr. C. S. Nopany is an eminent industrialist having industrial experience in diverse fields like finance, sugar, tea, shipping, textiles, fertilizers, chemicals, etc. He was the past president of Indian Chamber of Commerce.
Directorships held in other public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited 2. New India Retailing & Investment Limited 3. Yashovardhan Investment & Trading Company Limited 4. Ronson Traders Limited 5. Magadh Sugar & Energy Limited 6. Avadh Sugar & Energy Limited 7. Morton Foods Limited 8. SIL Investments Limited
Memberships / Chairmanships of Committees of other Indian public companies	<p>Stakeholders Relationship Committee:</p> <ol style="list-style-type: none"> 1. SIL Investments Limited - Chairman <p>Nomination & Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited - Member <p>Corporate Social Responsibility Committee:</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited - Chairman 2. Magadh Sugar & Energy Limited - Chairman 3. SIL Investments Limited - Chairman
Number of Shares held in the Company	1,10,000 shares
Inter-se relationships between Directors	Mr. C. S. Nopany is not related to any other Director.
No. of Board Meetings attended during the financial year 2021 - 22	5
Details of remuneration last drawn from the Company (Rs.)	Rs. 3,00,00,000/- p.a. plus commission not exceeding 10% of the net profits of the Company (excluding sitting fees).
Terms and Conditions of appointment / re-appointment	Mr. C. S. Nopany is proposed to be re-appointed as a Director of the Company and is liable to retire by rotation.

Particulars	Mr. Rajib Mukhopadhyay
DIN No.	02895021
Designation	Wholetime Director and Chief Financial Officer
Age	52 years
Date of appointment	11 th June, 2022
Qualification	B. Com., Chartered Accountant
Expertise in specific functional areas	Mr. Mukhopadhyay has expertise in Strategic Planning, Accounts and Finance, Taxation, Budgeting / Costing, Treasury Management, Subsidiary / JV / Liaison, Auditing / MIS, Finance Digitization Strategy, M&A, Investor Relations among others
Directorships held in other public companies (excluding foreign companies)	Nil
Memberships / Chairmanships of Committees of other Indian public companies	Nil
Number of Shares held in the Company	3,200 shares
Inter-se relationships between Directors	Mr. Mukhopadhyay is not related to any other Director.
No. of Board Meetings attended during the financial year 2021 - 22	N. A.
Details of remuneration last drawn from the Company (Rs.)	N. A.
Terms and Conditions of appointment / re-appointment	Mr. Mukhopadhyay is proposed to be appointed as a Director of the Company and is liable to retire by rotation.

Sutlej

textiles and industries limited

(CIN : L17124RJ2005PLC020927)

Regd. Office: Pachpahar Road, Bhawanimandi 326 502 (Rajasthan)

Phone No: (07433) 222082; Fax: (07433) 222916

Email: stil.investor_grievance@sutlejtextiles.com; Website: www.sutlejtextiles.com

NECS MANDATE FORM

1.	Member's name (in Block letters)	:	_____										
		:	{First holder}										
		:	_____										
		:	{Joint holder(s)}										
2.	Folio Number (for Physical shares)	:	[][][][][][][][]										
3.	DP ID / Client ID No. (for Dematerialised shares)	:	_____										
	(i) NSDL	:	[][][][][][][]										
	(ii) CDSL	:	[][][][][][][][][][][][][][][][]										
4.	Number of Shares	:	_____										
5.	Bank Name	:	_____										
6.	Branch Name & Address	:	_____										
		:	_____										
7.	Status of the Investor (Mark "√" in the appropriate box)	:	Resident	[]	Non-Resident	[]							
8.	Account Types (Mark "√" in the appropriate box)	:	Savings	[]	Current	[]							
9.	Account Number	:	_____										
10.	Ledger Folio No. of the Account (If appearing on Cheque Book)	:	_____										
11.	Nine digit code number of the Bank and Branch appearing on the Cheque	:	[][][][][][][][][]										

I / We hereby declare that the particulars given above are correct and complete. If credit is not effected for reasons of incomplete or incorrect information, I / we would not hold the Company responsible.

Place:

Signature of the First holder

Date :

Name of the First holder

Note: In case, shares are held in electronic form, kindly submit ECS particulars to your Depository Participants (DPs)

Certificate of the Member's Bank

Certified that the particulars of the Bank Account furnished above are correct as per our records.

Bank Stamp:

Signature of the authorized
Official of the Bank

Date:

Note: Please attach a photocopy of Cheque issued by your Bank relating to your bank account for verifying the accuracy of the code number.

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