

**DECLARATION OF RESULTS OF POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of the Members of the Company was sought by means of Postal Ballot vide notice dated 01<sup>st</sup> September, 2014 for seeking consent from the shareholders for a) creation of charge on the total assets of the company to secure its borrowings under Section 180 (1) (a) of the Companies Act, 2013, and b) adoption of new Articles of Association in place of existing Articles of Association.

As per the Report of the Scrutinizer, CS Shri Rajendra Chouhan dated 16<sup>th</sup> October, 2014, result of the voting conducted through Postal Ballot on the business as set out in the Notice dated 1<sup>st</sup> September, 2014 in respect of the Special Resolutions proposed therein, is given hereunder:-

Sr. No.	Particulars of Special Resolutions	Total no. of Valid Votes	Total Votes cast in favor		Total Votes cast in against	
			No. of Shares	% of votes	No. of Shares	% of votes
1.	Creation of Charge on the total assets of the Company to secure its Borrowings under section 180(1)(a) of the Companies Act, 2013	12898537	12896840	99.987	1697	0.013
2.	Adoption of new Articles of Association in place of existing Articles of Association.	12893815	12893215	99.995	600	0.005

The aforesaid resolutions are therefore, deemed to be approved by the shareholders of the Company as "Special Resolutions" with the overwhelming majority.

For and on behalf of  
**SUTLEJ TEXTILES AND INDUSTRIES LIMITED**



*Dilip Kumar Ghorawat*  
**DILIP KUMAR GHORAWAT**  
WHOLE-DIRECTOR & CFO

Place: Mumbai  
Date: 17.10.2014

Off: 47, Guru Nanakpura,  
Raja Park, JAIPUR-302004  
Ph.: 0141-2624708, 9314880072  
E-Mail: cschouhanr\_007@rediffmail.com

### Report of Scrutinizer(s)

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

The Chairman / Authorised Director,  
Board of Directors of,  
Sutlej Textiles and Industries Limited  
Pachpahar Road,  
Bhawanimandi – 326502  
Rajasthan.

#### SCRUTINIZER'S REPORT IN RESPECT OF THE POSTAL BALLOT OF YOUR COMPANY UNDER SECTION 110 OF THE COMPANIES ACT, 2013.

Dear Sir,

1.The Board of Directors of the Company by means of the resolution dated 08.08.2014 has appointed me as scrutinizer for conducting the postal ballot voting process.

2.I submit my report as under:

- 2.1 The company has completed on 12.09.2014 the dispatch of postal ballots along with postage pre-paid business reply envelopes AND by e-mail (electronic mode) to its Members whose name (s) appeared on the Register of Members / list of beneficiary as on 05.09.2014.
- 2.2 Particulars of all the E-voting and postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
- 2.3 The e-voting data in safe electronic mode and postal ballots were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.
- 2.4 The ballots box was opened on 16<sup>th</sup> October 2014 in the presence of Director and Company Secretary of the Company.
- 2.5 The postal ballots were duly opened in my presence and scrutinized and the shareholdings were matched / confirmed with the Register of Members / list of beneficiary of the Company as on 05.09.2014.
- 2.6 All the e-voting and all the postal ballots received up to close of working hours on 11.10.2014, the date and time fixed by the Company for receipt of the ballots, were considered for scrutiny.
- 2.7 a. Envelope containing postal ballot received after 11.10.2014 treated as invalid if the reply from such shareholders(s) has not been received as per the instruction 7 (Seven) in the postal ballot form.



- b. Postal ballot with the defects as mentioned in the instruction 5 (Five) in the postal ballot from were rejected and not considered.
- c. Shareholder's who have caste votes for more shares than actual holding has been considered as invalid.

1. A The result of the Postal Ballot is as under:

**SPECIAL BUSINESS:**

**A. RESOLUTION NO. 1 (SPECIAL RESOLUTION – U/S 180 (1)(a))**

To approve creation of charge on the total assets of the company to secure its borrowings:

- Number of shares of the Company: 16382862 @ Rs. 10/- each
- Number of shareholders of the Company as on 05.09.2014: 5263

Number of Postal Ballot (including e-voting) received:

Numbers Postal Ballot Received & No. of shares held by them	Numbers of E-Voting Cast and No. of Shares held by them
68 (30804)	51 (12874112)

- Invalid Numbers of Postal Ballot received and No. of shares held by them:

27 ( 6379)

- Number of Voted in favour of the resolution:

Number of Postal Ballot forms	Number of votes cast by them	Numbers of E-Voting	Number of votes cast by them	Total number of valid votes cast	% of total number of valid votes cast
40	24399	47	12872441	12896840	99.987

- Voted in against the resolution

Number of Postal Ballot forms	Number of votes cast by them	Numbers of E-Voting	Number of votes cast by them	Total number of valid votes cast	% of total number of valid votes cast
01	26	04	1671	1697	0.013



**B. RESOLUTION NO. 2 (SPECIAL RESOLUTION - U/S 14)**

To alter the Articles of Association of the Company by adopting new set of Articles of Association containing regulations, confirming to the Companies Act, 2013.

- Number of shares of the Company: 16382862 @ Rs. 10/- each
- Number of shareholders of the Company as on 05.09.2014: 5263

Number of Postal Ballot (including e-voting) received:

Numbers Postal Ballot Received & No. of shares held by them	Numbers of E-Voting Cast and No. of Shares held by them
68 (30804)	49 (12873047)

- Invalid Numbers of Postal Ballot received and No. of shares held by them:

27 (6379)

- Number of Voted in favour of the resolution:

Number of Postal Ballot forms	Number of votes cast by them	Numbers of E-Voting	Number of votes cast by them	Total number of valid votes cast	% of total number of valid votes cast
35*	20768	48	12872447	12893215	99.995

\* Postal ballots on which votes not casted and No. of shares held by them:

06 (3657)

- Voted in against the resolution

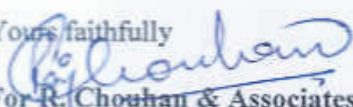
Number of Postal Ballot forms	Number of votes cast by them	Numbers of E-Voting	Number of votes cast by them	Total number of valid votes cast	% of total number of valid votes cast
00	00	01	600	600	0.005



3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
4. The postal ballot papers and all other relevant records were sealed and handed over to the Chairman / Director authorized by the Board for safe keeping.
5. The result of the votes cast (by e-Voting) is provided as annexure 1 to this report.

Thanking You

Yours faithfully

  
For R. Chouhan & Associates  
Practising Company Secretaries  
CS RAJENDRA CHOUHAN  
Proprietor  
C.P. NO. 3726



Initialed by  
  
× D. R. PRABHU  
Company Secretary for  
Sutlej Textiles and Industries Limited

Date: 16.10.2014

Place: BHAWANIMANDI.

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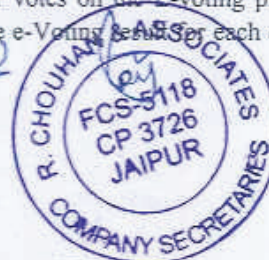
### SCRUTINIZER'S REPORT

Report to the Chairman/Director authorized by the Board of Directors of Suttej Textiles And Industries Limited a Company incorporated under the Companies Act, 1956 and having its Registered Office at Pachpahar Road, Bhawanimandi - 326502 Rajasthan (hereinafter referred to as "the Company") on the Postal Ballot conducted by the company to pass the item on the agenda as contained in the notice dated 01.09.2014

1. In the terms of Clause 35B of the Listing Agreement and provision of section 108 of the Companies Act, 2013 read with Rules 20(ix) of Companies (Management and Administration) Rules, 2014, I was appointed as scrutinizer of the company on 08.08.2014 to the E-Voting process for passing the item on agenda as contained in the notice dated 01.09.2014.
2. On the basis of Register of members and list of beneficiary owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 05.09.2014 the cut-off date for the purpose of E-voting, the Company completed dispatch of the notice of E-Voting:
  - By Courier / Speed Post / Registered Post to 5249 members in physical form on 12.09.2014 &
  - By e-mail to 2515 members who had registered their e-mail address with the company on 05.09.2014.
3. In terms of the aforesaid notice, E-Voting was opened for Thirty Days from 10.00 A.M. on Friday, 12<sup>th</sup> September, 2014 to 6.00 P.M. on Saturday, 11<sup>th</sup> October, 2014 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution on e-Voting platform provide by National Securities Depository Limited.
4. As required in the rules, I unlocked the E-voting on the platform provide by NSDL after the completion of the E-voting process at 5.13 P.M. on 12<sup>th</sup> October 2014 in the presence of Mr. Raj Kumar Solanki and Mr. Vijay Kumar.
5. Based on the result made available to me, 51 members (for item no. 1 of notice) and 49 members (for item no. 2 of notice) have cast their votes on the E-voting platform and I have annexed with this Report, the details and analysis of the e-Voting results for each of the 2 agenda items contained in the said Notice.

  
CS RAJENDRA CHOUHAN

Date: 16.10.2014  
Place: Bhawanimandi



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Annexure

**Analysis of Result - 1**

Agenda No.	1.
Subject	To approve creation of charge on the total assets of the company to secure its borrowings.
Type of Resolution	Special

Particular	Numbers of e-Votes	Numbers of Votes contained in e-votes	Percentage of Total
Received	51	12874112	100%
Assent	47	12872441	99.987%
Dissent	4	1671	0.013%
Abstain	0	0	0%
Total	51	12874112	100%

**Analysis of Results - 2**

Agenda No.	2.
Subject	To alter the Articles of Association of the Company by adopting new set of Articles of Association containing regulations, confirming to the Companies Act, 2013.
Type of Resolution	Special

Particular	Numbers of e-Votes	Numbers of Votes contained in e-votes	Percentage of Total
Received	49	12873047	100%
Assent	48	12872447	99.995%
Dissent	1	600	0.005%
Abstain	0	0	0%
Total	49	12873047	100%

