

**Outcome of Voting at Annual General Meeting
(As per Clause 35A of Listing Agreement)**

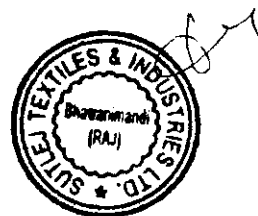
Date of Annual General Meeting	23 rd August, 2014
Total Number of Shareholders on Record Date i.e. 4th July, 2014	5131
Number Of Shareholders present in the meeting either in person or through proxy :	83
Promoters & Promoter Group:	13
Public:	70
Number of Shareholders attended the meeting through Video Conferencing :	
Promoters & Promoter Group:	N.A.
Public:	N.A.

Agenda-Wise

The mode of voting for all the resolutions was:

1. E-voting conducted between 15th August, 2014 to 17th August, 2014; and
2. Poll conducted at the Meeting

Given below is the resolution wise combined results of e-voting and poll.



Resolution 1: Adoption of the Audited Annual Accounts and Reports thereon for the financial year ended on 31st March, 2014 (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%

Resolution 2: Approval of Dividend (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%

Resolution 3 : Re-appointment of Mr. Sukhvir Singh as Director, who retires by rotation and being eligible, offers him for re-appointment (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%



Resolution 4 : Appointment of M/s. Singhi & Co. as Statutory Auditors and fixing their remuneration (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%

Resolution 5 : Appointment of M/s. S. R. Batliboi & Co. as Branch Auditors and fixing their remuneration (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%

Resolution 6 : Appointment of Shri U. K. Khaitan as Independent Director (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%



Resolution 7 : Appointment of Shri Amit Dalal as Independent Director (Ordinary Resolution)

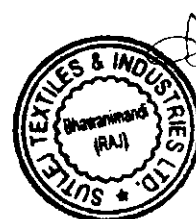
Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%

Resolution 8: Appointment of Shri Rajan Dalal as Independent Director (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%

Resolution 9 : Appointment of Rajiv Podar as Independent Director (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%



Resolution 10 : Appointment of Dr. Mahmoodur Rahman as Independent Director (Ordinary Resolution)

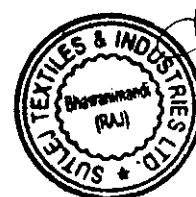
Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295752	1064	99.64%	0.36%
Total	16382862	10753667	65.64%	10752603	1064	99.99%	0.01%

Resolution 11: Appointment of Shri Dilip Kumar Ghorawat as Director (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296741	5.01%	295687	1054	99.64%	0.36%
Total	16382862	10753592	65.64%	10752538	1054	99.99%	0.01%

Resolution 12 : Appointment of Shri Dilip Kumar Ghorawat as Whole time Director (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%



Resolution 13 : Powers for borrowing under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296741	5.01%	295687	1054	99.64%	0.36%
Total	16382862	10753592	65.64%	10752538	1054	99.99%	0.01%

Resolution 14: Ratification of Remuneration paid to M/s. K. G. Goyal & Associates, Cost Auditor (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%
Public - Institutional holders	4030	0	0.00%	0	0	0.00%	0.00%
Public - Others	5921981	296816	5.01%	295762	1054	99.64%	0.36%
Total	16382862	10753667	65.64%	10752613	1054	99.99%	0.01%

As per the consolidated results of e-voting and poll on item nos. 1 to 14 of the Notice of 9th AGM dated 13th May, 2014, all the resolutions are passed by **Requisite Majority**.

For and on behalf of
SUTLEJ TEXTILES AND INDUSTRIES LIMITED


COMPANY SECRETARY

