

sutlej

textiles and industries limited

(CIN : L17124RJ2005PLC020927)

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

Tel. No: (07433) 222052/82/90 | Fax: (022) 222354/222916

Email: stil.investor_grievance@sutlej-rtm.co.in | website: www.sutlejtextiles.com;

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Shareholders of Sutlej Textiles and Industries Limited, will be held on Saturday, 23rd August, 2014, at 3.00 p.m. at the Registered Office of the Company at Pachpahar Road, Bhawanimandi 326502 (Rajasthan) to transact the following business:

A. As Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date, together with the Reports of the Auditors & Directors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Sukhvir Singh, who retires by rotation, and being eligible, offers him for re-appointment.
4. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s.Singhi & Company, (Registration No. 302049E) offer themselves for re-appointment.
5. To appoint Branch Auditors to hold office from the conclusion of this Annual general Meeting till the conclusion of the next Annual General Meeting for auditing the Accounts of Chenab Textile Mills and to fix their remuneration. The retiring Branch Auditors M/s.S.R.Batliboi & Company, LLP (Registration No. 301003E) offer themselves for re-appointment.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment

and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri U. K. Khaitan (DIN 01180359), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years with effect from the date of this Annual General Meeting.”

“RESOLVED FURTHER THAT the Board of Directors 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, 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Amit Dalal (DIN 00297603), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years with effect from the date of this Annual General Meeting .”

“RESOLVED FURTHER THAT the Board of Directors 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, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Item no.8

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rajan Dalal (DIN 00546264), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years with effect from the date of this Annual General Meeting .”

“RESOLVED FURTHER THAT the Board of Directors 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, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Item no.9

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rajiv Podar (DIN 00086172), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years with effect from the date of this Annual General Meeting .”

“RESOLVED FURTHER THAT the Board of Directors 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, and things as may

be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Item no.10

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Mahmoodur Rahman (DIN 05222272), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years with effect from the date of this Annual General Meeting .”

“RESOLVED FURTHER THAT the Board of Directors 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, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Item no.11

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

“RESOLVED THAT Shri Dilipkumar Shrichand Ghorawat (DIN No.06798495), who was appointed as Additional Director at the Meeting of Board of Directors held on 28th January, 2014 and who holds office under Section 161 of the Companies Act, 2013 (“the Act”) (Corresponding Section 260 of the Companies Act, 1956) upto the date of this 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.”

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

Item no.12

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 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (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 Shri Dilipkumar Shrichand Ghorawat (DIN No.06798495) as the Whole-time Director and Chief Financial Officer of the Company for a period of 3 (three) years w.e.f 28.01.2014 at the remuneration and on the terms and conditions as are set out in the Explanatory Statement of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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 Shri Dilipkumar Shrichand Ghorawat which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay Shri Dilipkumar Shrichand Ghorawat remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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.”

Item no.13

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

“RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the company held on 6th August, 2010 and pursuant to section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013, and also that of the Companies Act, 1956 to the extent applicable in this regard, the consent of the company be and is hereby accorded to the Board of Directors to borrow and raise for and on behalf of the Company, from time to time, such sum or sums

of money on such terms and conditions as the Board may deem fit for the purposes of the Company either in foreign currency and/or in rupee currency, as may be deemed necessary, from any one or more persons, firms, bodies corporate, bankers, financial institutions or from others, amounting to in the aggregate a sum not exceeding ₹1,500 crore (Rupees One Thousand Five Hundred Crore Only) notwithstanding that the monies to be borrowed together with the monies already borrowed by the company (apart from temporary loan obtained from the company’s bankers in the Ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the company and its free reserves, that is to say, the reserves not set apart for any specific purposes.

“RESOLVED FURTHER THAT the Board of Directors 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, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Item no.14

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors 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) Damanganga Fabrics, Bhilad (Guj.) and (d) Damanganga Home Textiles, Bhilad, (Guj.) for the financial year ending 31st March, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

“RESOLVED FURTHER THAT the Board of Directors 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, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**By Order of the Board
For Sutlej Textiles And Industries Limited**

D. R. Prabhu

Company Secretary

Place: Mumbai

Date: 13th May, 2014

Membership No. F7455

NOTES FOR MEMBERS' ATTENTION

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person and such person cannot act as a proxy for any other person or shareholder.
2. In order to be effective, the instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, bodies corporate, societies etc. must be supported by appropriate resolution /authority, as applicable. Blank Proxy Form is attached.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice in annexed hereto.
5. The Record date for the purpose of determining eligibility for payment of Dividend, if any, to be declared at the Annual General Meeting shall be Saturday, July 12, 2014.
6. Pursuant to Section 170 of the Companies Act, 2013, and Clause 16 of the Listing Agreement the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 16, 2014 to Saturday, August 23, 2014 (both days inclusive) for the purpose of the Annual General Meeting.
7. Pursuant to provisions of Section 124(5) of the Companies Act, 2013 dividends which remained unclaimed / unencashed for a period of 7 years are 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 Companies Act, 2013. Therefore, shareholders who have not encashed their dividend for the financial year 2006-07 to 2012-13 should lodge their request for the same to the RTA or the Company.
8. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares.
9. Dividend, if declared at the Meeting, will be paid on or before 21.09.2014 to those Members or their mandates:
 - a) Whose names appear as Beneficial Owners at the end of the business hours on Saturday, July 12, 2014 in the list of Beneficial Owners to be furnished by Depositories (NSDL & CDSL) in respect of the shares held in electronic form; and
 - b) Whose names appear as Members on the Company's Register of Members on Saturday, July 12, 2014 after giving effect to valid transfer requests, received on or before Saturday, July 12, 2014.
10. Shareholders desirous of availing the facility of Electronic Credit of dividend are requested to fill up attached NECS form to this notice and return the same duly filled and signed alongwith a xerox copy of a leaf of their cheque book bearing bank account number, on or before 14.08.2014. 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 14.08.2014. The said details in respect of the shares held in physical form should be sent to the Company/RTA for appropriate action before close of work on 14.08.2014.
11. The Company's Shares are listed on the following Stock Exchanges:
 1. Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001
 2. National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor, Plot No.C/1, G-Block,
Bandra-Kurla Complex, Bandra (E), Mumbai 400 051
12. Particulars pursuant to Clause 49 (IV)(G) of the Listing Agreement with the Stock Exchanges of the Director being re-appointed / appointed, a brief resume, nature of his expertise in specific functional areas, names of Indian public limited companies in which he holds directorships and memberships/chairmanships of Board Committees,

shareholding and relationships between directors inter-se, are annexed hereto to this notice.

13. Members are requested to send all their documents and communications pertaining to shares to **Sharepro Services (India) Pvt. Ltd.**, Registrar and Transfer Agent (RTA) of the Company at their address at Samhita Complex, Gala No. 52 to 56, Building No. 13A-B, Near Sakinaka Telephone Exchange, Andheri - Kurla Road, Sakinaka, Mumbai - 400072 (Maharashtra), Telephone No. 022-6772 0300/400, Fax No. 022-2859 1568 for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit - **Sutlej Textiles and Industries Limited**".
 14. Members are requested:
 - a. To bring their copies of Annual Report and Notice at the Meeting.
 - b. To submit their Attendance Slip, duly filled in, for attending the Meeting
 - c. To quote their folio number/DP ID and Client Id in all correspondence;
 - d. To Notify immediately for change of their address and bank particulars to the RTA in case the shares are held in physical form; And
 - e. In case the shares are held in dematerialized form, information should be passed on directly to their respective Depository Participant and not to the Company / RTA without any delay.
15. The instructions and other information relating to voting through Electronic Means is given here as under:

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/ Depository participant(s)]:
 - i. Members whose e-mail addresses have been registered, need to open the attached PDF file ["sutlejt看textiles-evoting.pdf"] received from NSDL, giving your Client ID or Folio No. as default password (the file contains your "User ID" and "Password for e-voting") and follow steps B (ii) to B (xii) given below to cast your vote.
 - B. In case of a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - i. Members who have not registered their email address can use the *details as provided in the Attendance Slip attached to this Notice.
- * EVEN (E Voting Event Number) USER ID PASSWORD/PIN**
- ii. Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Sutlej Textiles and Industries Limited.
 - viii. Now you are ready for e-Voting as the Cast Vote page opens.

- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Mr. Rajendra Chouhan of R. Chouhan & Associates, Practicing Company Secretary, on his e-mail id: cschouhanr007@gmail.com with a copy marked to evoting@nsdl.co.in.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- F. The e-voting period commences on August 15, 2014 (10:00 a.m.) and ends on August 17, 2014 (10:00 p.m.). 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. July 4, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- G. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date i.e. July 4, 2014.
- H. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 4, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- I. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- J. The Results shall be declared at the 9th Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.sutlejtextiles.com and on the website of NSDL within two (2) days of passing of the resolutions at the 9th Annual General Meeting of the Company on 23rd August, 2014 and communicated to the BSE Limited/ National Stock Exchange of India Limited.

**By Order of the Board
For Sutlej Textiles And Industries Limited**

D. R. Prabhu

Company Secretary

Place: Mumbai

Date: 13th May, 2014

Membership No. F7455

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

Item No: 6

Shri U. K. Khaitan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 01-06-2006 and his period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956..

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri U. K. Khaitan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effect from 23rd August, 2014. A notice proposing Shri U.K.Khaitan as a candidate for the office of Director of the Company under Section 160 of the Act has been received from a member of the Company.

In the opinion of the Board, Shri U. K. Khaitan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri U. K. Khaitan as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Shri U. K. Khaitan as an Independent Director, for the approval by the shareholders of the Company.

Save and except Shri U. K. Khaitan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item No: 7

Shri Amit Dalal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 01-06-2006 and his period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956..

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Amit Dalal being eligible and offering himself for appointment, is proposed to be appointed

as an Independent Director for 5 (Five) consecutive years with effect from 23rd August, 2014. A notice proposing Shri Amit Dalal as a candidate for the office of Director of the Company under Section 160 of the Act has been received from a member of the Company.

In the opinion of the Board, Shri Amit Dalal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Amit Dalal as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Shri Amit Dalal as an Independent Director, for the approval by the shareholders of the Company.

Save and except Shri Amit Dalal and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item No: 8

Shri Rajan Dalal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 19.11.2008 and his period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Rajan Dalal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effect from 23rd August, 2014. A notice proposing Shri Rajan Dalal as a candidate for the office of Director of the Company under Section 160 of the Act has been received from a member of the Company.

In the opinion of the Board, Shri Rajan Dalal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy

of the draft letter for appointment of Shri Rajan Dalal as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Shri Rajan Dalal as an Independent Director, for the approval by the shareholders of the Company.

Save and except Shri Rajan Dalal and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item No: 9

Shri Rajiv Podar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 21.07.2009 and his period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Rajiv Podar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effect from 23rd August, 2014. A notice proposing Shri Rajiv Podar as a candidate for the office of Director of the Company under Section 160 of the Act has been received from a member of the Company.

In the opinion of the Board, Shri Rajiv Podar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Rajiv Podar as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Shri Rajiv Podar as an Independent Director, for the approval by the shareholders of the Company.

Save and except Shri Rajiv Podar and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or

otherwise, in the resolution set out at Item No. 9.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item No: 10

Dr. Mahmoodur Rahman is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 24.01.2012 and his period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Dr. Mahmoodur Rahman being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effect from 23rd August, 2014. A notice proposing Dr. Mahmoodur Rahman as a candidate for the office of Director of the Company under Section 160 of the Act has been received from a member of the Company.

In the opinion of the Board, Dr. Mahmoodur Rahman fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Mahmoodur Rahman as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Dr. Mahmoodur Rahman as an Independent Director, for the approval by the shareholders of the Company.

Save and except Dr. Mahmoodur Rahman and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item No: 11

The Board of Directors has appointed Shri Dilipkumar Shrichand Ghorawat (DIN No. 06798495) as an Additional Director of the Company on 28th January, 2014 pursuant to erstwhile applicable provisions of the Companies Act, 1956. The term of his office extends upto the date of this Annual General Meeting. Notices as per the provisions of Section 160 of the Companies Act, 2013 have been received in writing

from members proposing the candidature of Shri Dilipkumar Shrichand Ghorawat for the office of Director of the Company.

Your Directors recommend the Ordinary Resolution in Item No. 11 above for your approval.

No Director and Key Managerial Personnel or their relatives other than Shri Dilipkumar Shrichand Ghorawat and his relatives, is concerned or interested in the Resolution.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item No: 12

The Board of Directors of the Company (the Board), at its meeting held on January 28, 2014, has appointed Shri Dilipkumar Shrichand Ghorawat (DIN No. 06798495), [hereinafter Mr. Dilip Ghorawat], as Whole-time Director for a period of 3 (three) years with effect from 28.01.2014 till 27.01.2017, not liable to retire by rotation. The Board also approved terms and conditions of his appointment, including as to remuneration, as recommended by the Remuneration Committee, in accordance with Schedule XIII and applicable provisions of the Companies Act, 1956 and subject to the approval of the Shareholders in the ensuing Annual General Meeting.

In view of the promulgation of the Companies Act, 2013, the said appointment shall now be subject to Section 196, 197 and 203 and Schedule V of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013; read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications(s) or re-enactment thereof), for the time being in force, and subject to the approval of the shareholders at the ensuing Annual general Meeting. Therefore references, in the terms and conditions of appointment Shri Dilipkumar Shrichand Ghorawat, in the following Annexure to Companies Act, 1956, shall mean and include references to the relevant corresponding provisions of the Companies Act, 2013, *mutatis mutandis*.

Mr. Dilip Ghorawat, aged about 50 years, joined Sutlej Textiles and Industries Limited on 16th September, 2013. He was designated as Chief Financial Officer (CFO) of the Company on 7th October, 2013. He is a member of the Institute of Chartered Accountants of India and has 24 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 Shri Dilip Ghorawat are as detailed below:

Annexure

I) Basic Salary:

Salary-₹2,65,000/-per month, in the range/scale of ₹2,65,000/- - ₹4,00,000/-

The Annual increment w.e.f. 1st April of each year and any other enhancement to be decided by the Remuneration Committee based on merit and taking into account the Company's performance, within the limits contained in schedule XIII of the Companies Act, 1956 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) Contribution to Provident Fund:

Contribution to Provident Fund shall be applicable and allowed to the Whole Time 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.

b) Gratuity

As per the Payment of Gratuity Act, 1972.

c) House Rent Allowance

House Rent Allowance not exceeding ₹1,25,000/- p.m.

d) Medical Reimbursement

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

e) Leave

30 days privilege leave and 10 day's casual leave on full pay and allowances, as per the Rules of the Company.

f) Encashment of leave

As per the Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

g) Personal Accident Insurance

The Company shall provide Personal Accident Insurance cover to the Whole Time Director provided that the premium payable by the Company in respect of such policy shall not exceed ₹10,000/- per annum.

h) Leave Travel Assistance

Leave Travel Assistance for the Whole Time Director and his family once in a year as per the Rules of the Company, subject to the maximum of 5% of the prevailing annual Basic Salary.

i) Telephone

The Whole time Director shall be provided with a telephone at his residence and other communication facilities for transacting official business of the company and charges for personal long distance calls, if any, shall be chargeable to the Whole Time Director.

j) Car

The Company shall reimburse the Whole Time Director expenses towards car, fuel, maintenance and driver expenses.

Explanation:

- i. The Perquisites shall be subject to the ceiling prescribed under Schedule XIII of the Companies Act, 1956.
- ii. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost to the Company.
- iii. For the purpose of perquisites stated hereinabove, 'family' means the spouse, dependent children and dependent parents of the appointee.

k) Minimum remuneration:

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate Shri Dilip Ghorawat by way of salary, perquisites or any other allowance as specified above or within the applicable limit stipulated in Section II, Part II, Schedule XIII, whichever is higher.

l) Retirement by rotation:

Shri Dilip Ghorawat shall not be liable to retire by rotation as a Director subject to the provisions of Section 256 of the Companies Act, 1956.

m) Period of Appointment:

The term of appointment will be effective for a period of three years from the date of his appointment. The same may however, be terminated by either party by giving not less than 60 (sixty) days prior notice in writing in that behalf to the other party or 60 (sixty) days salary in lieu thereof; and on the expiry of the period of such notice, the agreement shall stand terminated.

n) Other Terms and Conditions

1. The Board of Directors of the Company may alter the terms and conditions of the said appointment from time to time, at its discretion, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto.
2. Mr. Dilip Ghorawat shall not be paid any sitting fees (for attending the meetings of the Board of Directors or Committee thereof) or Commission u/s 309 (payable under article 129 only to directors not in the whole time

employment of the Company).

3. He shall not, so long as he function as such, become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company in future without prior approval of the Central Government.

The Wholetime Director, while he continues to hold office of the Wholetime Director, shall not be liable to retire by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Directors in fixing the number of Directors to retire; but shall ipso facto and immediately cease to be the Wholetime Director, if he ceases to hold the office of a Director due to any cause.

Shri Dilipkumar Shrichand Ghorawat satisfies all the conditions as set out in Part I of Schedule V of 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.

Board of Directors are of the opinion that the appointment of Shri Dilipkumar Shrichand Ghorawat is in the interests of the Company and accordingly, your Directors recommend the Ordinary Resolution set out in Item No. 12 for approval of the Members.

Other than Shri Dilipkumar Shrichand Ghorawat and his relatives, none of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the proposed Resolution at Item 12 of this Notice.

Item no: 13

The Shareholders of the Company had by an Ordinary Resolution, at the 5th Annual General Meeting of the Company held on 6th August, 2010, authorised the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹1250 crores under 293(1)(d) of the Companies Act, 1956.

Post promulgation of the Companies Act, 2013 and Section 180 of the said Act (Corresponding to Section 293 of the erstwhile Companies Act, 1956) coming into force/effect, the Board of Directors shall exercise the aforesaid powers only with the consent of the Company by a Special Resolution. The resolution passed under Section 293(1)(d) of the Companies Act, 1956 is valid only upto 31st March, 2015.

Hence, your Directors recommend the aforesaid Special Resolution in item no.13 in order to borrow monies not exceeding ₹1500 crores (Rupees One Thousand Five Hundred Crores Only).

It may be noted that Directors / Key Managerial Personnels and their relatives who are members of the Company, may be deemed to be concerned or interested in this resolution only to the extent of their respective shareholding in the company to the same extent as that of every other member of the Company.

Item no: 14

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 Auditor of the Company to conduct the audit of the cost records of the Company's unit (a) Rajasthan Textile Mills, Bhawanimandi (Raj.); (b) Chenab Textile Mills, Kathua (J&K); (c) Damanganga Fabrics, Bhilad (Guj.) and (d) Damanganga Home Textiles, Bhilad, (Guj.) for the financial year 2014-15, at a fee of ₹1,35,000/- subject to TDS, Service Tax etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the FY 2014-15.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the

remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 14 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 14 of the Notice for approval by the shareholders.

**By Order of the Board
For Sutlej Textiles And Industries Limited**

D. R. Prabhu

Company Secretary

Membership No. F7455

Place: Mumbai

Date: 13th May, 2014

ANNEXURE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particulars	Shri Rajan Dalal	Shri Rajiv Podar	Shri Sukhvir Singh
Date of appointment	19.11.2008	21.07.2009	17.07.2013
Qualification	B.Sc, SME Management from IIM-Ahmedabad	B. Com	B.A
Expertise in specific functional areas	Experience in marketing of textiles and other fields like investment bankers, creating dealer network in domestic and international markets, wealth management, investment in equity and debt market, capital raising, mergers and acquisitions etc	Involved in the business of K.R.Podar Group and was instrumental in setting up the textile units of the Group. Founder Chairman of the International Business Linkage Forum (IBLF).	Shri Sukhvir Singh, aged 52 years, is a Graduate in Arts, and has nearly 30 years of experience. Presently he is the Executive President of Upper Ganges and Sugar Limited
Directorships held in other public companies (excluding foreign companies)	Nil	1. Podar Infotech & Entertainment Ltd. 2. Sports Education Development India Ltd.	Nil
Memberships/ Chairmanships of Committees of other Indian public companies	Nil	Nil	Nil
Number of Shares held in the Company	Nil	Nil	Nil

Particulars	Shri U.K.Khaitan	Shri Amit Dalal	Dr Mahmoodur Rahman
Date of appointment	01.06.2006	01.06.2006	24.01.2012
Qualification	B.A, LL.B.	B.Com, M.B.A.	LL.B, I.A.S. Masters Degree in Persian from Allahabad University, D.Litt (honoris Causa) by Banaras Hindu University
Expertise in specific functional areas	Renowned solicitor and senior advocate of Supreme Court of India. He has been solicitor and legal advisor for various companies.	Stock Broker with a vast experience in financing and other related businesses	Chairman of J & K State Finance Commission, He is the recipient of prestigious "Padma Shri" award in 1991 for rendering public service of an exceptionally high order in J & K, particularly after the outbreak of insurgency
Directorships held in other public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Kuantam Paper Limited 2. Nehru Place Hotels Limited 3. Aiyer Manis Rubber Estate Ltd 4. Orient Abrasives Limited 5. Combine Overseas Limited 6. Combine Accurate Financial Services Limited 7. Runeecha Textiles Limited 	<ol style="list-style-type: none"> 1. HL Investment Co Ltd 2. Manugraph India Limited 3. The Phoenix Mills Ltd 4. Tata Investment Corporation Ltd 5. Milestone Capital Advisors Ltd 6. Simto Investment Co. Ltd 	Nil
Memberships/ Chairmanships of Committees of other Indian public companies	<p>Chairman</p> <p>(i) Audit Committee Runeecha Textiles Limited</p> <p>(ii) Shareholders'/ Investors' Grievance Committee Runeecha Textiles Limited</p> <p>Member</p> <p>(i) Shareholders'/ Investors' Grievance Committee</p> <ol style="list-style-type: none"> 1. Orient Abrasives Limited 2. Nehru Place Hotels Limited 3. Kuantam Paper Limited 4. Runeecha Textiles Limited 	<p>Member</p> <p>(i) Audit Committee The Pheonix Mills Ltd</p> <p>(ii) Share Transfer & Investors' Grievance Committee Tata Investment Corporation Ltd</p> <p>(iii) Nomination Committee Milestone Capital Advisors Ltd</p>	Nil
Number of Shares held in the Company	Nil	Nil	Nil

Particulars	Shri Dilip Ghorawat
Date of appointment	28.01.2014
Qualification	B.Com (Hons), FCA
Expertise in specific functional areas	Mr. Dilip Ghorawat joined Company on 16th September, 2013 and was designated as Chief Financial Officer (CFO) on 7th October, 2013. He is a member of the Institute of Chartered Accountants of India and has 24 years of working experience.
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	Nil