

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

| | |
|--|-------------------------------|
| Date of Annual General Meeting | 31 st August, 2015 |
| Total Number of Shareholders on Cut-off Date i.e. 24th August, 2015 | 5568 |
| Number Of Shareholders present in the meeting either in person or through proxy : | 134 |
| Promoters & Promoter Group: | 13 |
| Public: | 121 |
| 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 27th August, 2015 to 30th August, 2015; and
2. Poll conducted at the Meeting

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



Resolution 1: Adoption of Audited Financial Statements for the year ended March 31, 2015 (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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354341 | 57.59% | 3353741 | 600 | 99.98% | 0.02% |
| Total | 16382862 | 13811192 | 84.30% | 13810592 | 600 | 99.995% | 0.005% |

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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354341 | 57.59% | 3353726 | 615 | 99.98% | 0.02% |
| Total | 16382862 | 13811192 | 84.30% | 13810577 | 615 | 99.995% | 0.005% |

Resolution 3 : Re-appointment of Shri C.S.Nopany as a Director, who retires by rotation (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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354341 | 57.59% | 3353741 | 600 | 99.98% | 0.02% |
| Total | 16382862 | 13811192 | 84.30% | 13810592 | 600 | 99.995% | 0.005% |



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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354338 | 57.59% | 3353738 | 600 | 99.98% | 0.02% |
| Total | 16382862 | 13811189 | 84.30% | 13810589 | 600 | 99.995% | 0.005% |

Resolution 5 : Appointment of M/s. S.R.Batlboi & Co., as Branch Auditors for Chenab Textile Mills (CTM) 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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354341 | 57.59% | 3353738 | 603 | 99.98% | 0.02% |
| Total | 16382862 | 13811192 | 84.30% | 13810589 | 603 | 99.995% | 0.005% |

Resolution 6 : Appointment of Smt. Sonu Bhasin as Independent Non-Executive 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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354341 | 57.59% | 3353726 | 615 | 99.98% | 0.02% |
| Total | 16382862 | 13811192 | 84.30% | 13810577 | 615 | 99.995% | 0.005% |



Resolution 7 : 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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354341 | 57.59% | 3353726 | 615 | 99.98% | 0.02% |
| Total | 16382862 | 13811192 | 84.30% | 13810577 | 615 | 99.995% | 0.005% |

Resolution 8: Approval of Purchase / Acquisition of Birla Textile Mills from Chambal Fertilisers and Chemicals Ltd., a Related Party with reference to the Company (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 | 0 | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Public - Institutional holders | 101896 | 0 | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354341 | 57.59% | 3353738 | 603 | 99.98% | 0.02% |
| Total | 16382862 | 3354341 | 20.47% | 3353738 | 603 | 99.98% | 0.02% |

Note: *Being the Related Party Transaction u/s 188 of the Companies Act, 2013, none of the promoter shareholders / directors / key-managerial personal and their relatives are counted for quorum, and none have cast their vote on Resolution No. 8. Further, vote, if any, is not counted for result also.

Resolution 9 : Appointment of M/s. S. R. Batliboi & Co., as Branch Auditors for Birla Textile Mills (BTM) 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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354341 | 57.59% | 3353738 | 603 | 99.98% | 0.02% |
| Total | 16382862 | 13811192 | 84.30% | 13810589 | 603 | 99.995% | 0.005% |



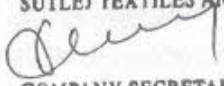
Resolution 10: Appointment of Shri C.S.Nopany from Non-Executive chairman to Executive Chairman of the Company (Ordinary Resolution)

| 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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354340 | 57.59% | 3353740 | 600 | 99.98% | 0.02% |
| Total | 16382862 | 13811191 | 84.30% | 13810591 | 600 | 99.995% | 0.005% |

Resolution 11: To raise financial resource through issue of securities for long term requirement of the Company (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 | 101896 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Others | 5824115 | 3354325 | 57.59% | 3353722 | 603 | 99.98% | 0.02% |
| Total | 16382862 | 13811176 | 84.30% | 13810573 | 603 | 99.995% | 0.005% |

As per the consolidated results of e-voting and poll on item nos. 1 to 11 of the Notice of 10th AGM dated 30th July, 2015, all the resolutions are passed by **Requisite Majority**.

For and on behalf of
SUTLEJ TEXTILES AND INDUSTRIES LIMITED

COMPANY SECRETARY



RAJENDRA CHOUHAN
B.COM. , F.C.S.

R.CHOUHAN & ASSOCIATES
Practising Company Secretaries

Off: 47, Guru Nanakpura,
Raja Park, JAIPUR-302004
Ph.: 0141-2624708, 9314880072
E-Mail: cschouhanr_007@rediffmail.com
Cschouhanr007@gmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

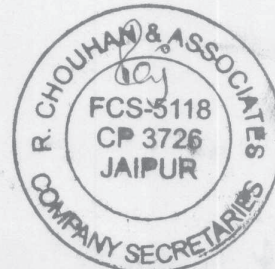
*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,
Dilipkumar Shrichand Ghorawat, Chairman,
10th Annual General Meeting of the Equity Shareholders
of Sutlej Textiles and Industries Limited Held on
Monday, 31st August, 2015 at Pachpahar Road,
Bhawanimandi - 326502 (Rajasthan)

Dear Sir,

I CS Rajendra Chouhan, Proprietor of M/s R. Chouhan & Associates, Practising Company Secretaries, Jaipur appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Tenth Annual General Meeting of the Equity Shareholders of Sutlej Textiles and Industries Limited held on Monday, 31st August, 2015 at 3.00 P.M. at Pachpahar Road, Bhawanimandi - 326502 (Rajasthan), submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, **Shri Dilipkumar Shrichand Ghorawat**, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



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Cschouhanr007@gmail.com

4. The result of the Poll is as under:

Ordinary Business:

a. RESOLUTION NO. 1

Adoption of Audited Financial Statements for the year ended March 31, 2015.

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 123 | 12670406 | 100.00% |

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0.00% |

(iii) Invalid Votes:

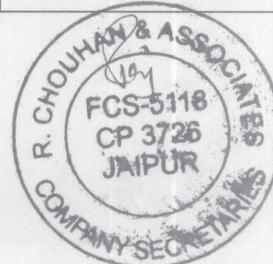
| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

b. RESOLUTION NO. 2

Approval of Dividend.

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
|--|------------------------------|---------------------------------------|



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Ph.: 0141-2624708, 9314880072
E-Mail: cschouhanr_007@rediffmail.com
Cschouhanr007@gmail.com

| | | |
|-----|----------|---------|
| 122 | 12670391 | 99.999% |
|-----|----------|---------|

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1 | 15 | 0.001% |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

c. RESOLUTION NO. 3

Re-appointment of Shri C.S.Nopany as a Director, who retires by rotation.

(i) Voted in favour of the resolution

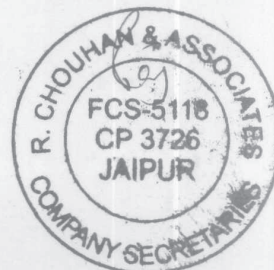
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 123 | 12670406 | 100.00% |

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0.00% |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |



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d. RESOLUTION NO. 4

Appointment of M/s. Singhi & Co., as Statutory Auditors and fixing their remuneration.

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 123* | 12670403 | 100.00% |

*out of members present One Member having Three Equity Shares has Abstain means which were not cast "for" or "against" the resolution.

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0.00% |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

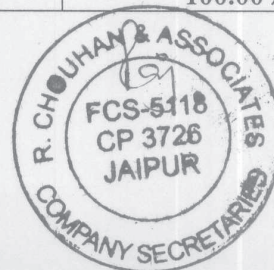
e. RESOLUTION NO. 5

Appointment of M/s. S.R.Batliboi & Co., as Branch Auditors for Chenab Textile Mills (CTM) and fixing their remuneration.

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 122 | 12670403 | 100.00% |

(ii) Voted in against the resolution



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Cschouhanr007@gmail.com

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1 | 3 | 0.00% |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

SPECIAL BUSINESS

f. RESOLUTION NO. 6

Appointment of Smt. Sonu Bhasin as Independent Non-Executive Director.

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 122 | 12670391 | 99.999% |

(ii) Voted in against the resolution

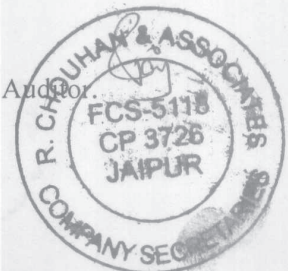
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1 | 15 | 0.001% |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

g. RESOLUTION NO. 7

Ratification of Remuneration paid to M/s. K.G.Goyal & Associates, Cost Auditor.



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E-Mail: cschouhanr_007@rediffmail.com
Cschouhanr007@gmail.com

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 122 | 12670391 | 99.999% |

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1 | 15 | 0.001% |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

h. RESOLUTION NO. 8

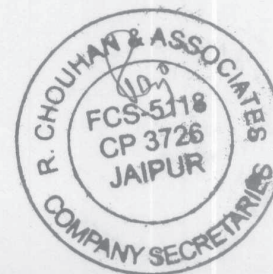
Approval of Purchase / Acquisition of Birla Textile Mills from Chambal Fertilisers and Chemicals Ltd., a Related Party with reference to the Company.

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 109 | 2213552 | 100.00% |

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1 | 3 | 0.00% |



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E-Mail: cschouhanr_007@rediffmail.com
Cschouhanr007@gmail.com

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

Note: Being the Related Party Transaction u/s 188 of the Companies Act, 2013, none of the promoter shareholders / directors / key-managerial personal and their relatives are not counted for quorum and not cost vote for the above said resolution item. Further not considered any vote, if any, for result also.

i. **RESOLUTION NO. 9**

Appointment of M/s. S. R. Batliboi & Co., as Branch Auditors for Birla Textile Mills (BTM) and fixing their remuneration.

(i) Voted in favour of the resolution

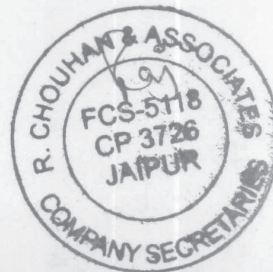
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 122 | 12670403 | 100.00% |

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1 | 3 | 0.00% |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |



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Cschouhanr007@gmail.com

j. **RESOLUTION NO. 10**

Appointment of Shri C.S.Nopany from Non-Executive chairman to Executive Chairman of the Company.

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 123* | 12670405 | 100.00% |

*out of members present One Member having One Equity Shares has Abstain means which were not cast "for" or "against" the resolution.

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0.00% |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

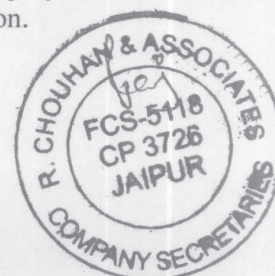
k. **RESOLUTION NO. 11**

To raise financial resource through issue of securities for long term requirement of the Company.

(i) Voted in favour of the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 122* | 12670387 | 100.00% |

*out of members present Two Members having Sixteen Equity Shares has Abstain means which were not cast "for" or "against" the resolution.



RAJENDRA CHOUHAN
B.COM. , F.C.S.

R.CHOUHAN & ASSOCIATES
Practising Company Secretaries

Off: 47, Guru Nanakpura,
Raja Park, JAIPUR-302004
Ph.: 0141-2624708, 9314880072
E-Mail: cschouhanr_007@rediffmail.com
Cschouhanr007@gmail.com

(ii) Voted in against the resolution

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1 | 3 | 0.00% |

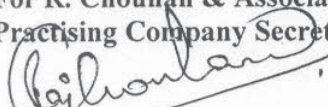
(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declare Invalid | Total number of votes cast by them |
|--|------------------------------------|
| 11 | 267 |

5. 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.
6. The poll papers and all other relevant records were sealed and handed over to the Shri D. R. Prabhu, Company Secretary authorized by the Board for safe keeping.
7. The consolidated result of the votes cast (by e-Voting and by Poll) is provided as annexure 1 to 11 with 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: 01.09.2015

Place: BHAWANIMANDI

RAJENDRA CHOUHAN
B.COM., F.C.S.

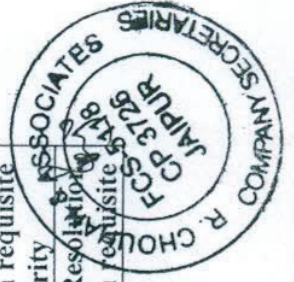
R.CHOUHAN & ASSOCIATES
Practising Company Secretaries

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Raja Park, JAIPUR-302004
Ph.: 0141-2624708, 9314880072
E-Mail: cschouhanr_007@rediffmail.com
Cschouhanr007@gmail.com

Annexure - 1

Consolidated result of the voting (by e-Voting and by Poll) for resolution No. 1 to 11 of the notice of the Tenth Annual General Meeting of Sutlej Textiles and Industries Limited held on Monday, 31st August, 2015 at 3.00 P.M at Registered office of the Company:

| Resoluto on No. | Total Valid Vote Cast | | | Voted in favour of resolution | | | Voted against the resolution | | | Remark | | |
|--------------------|-----------------------|----------|----------|-------------------------------|----------|----------|------------------------------|-----------------|------|--------|--------|--|
| | Remote e-Voting | Poll | Total | Remote e-Voting | Poll | Total | % | Remote e-Voting | Poll | | Total | % |
| 1. | 1140786 | 12670406 | 13811192 | 1140186 | 12670406 | 13810592 | 99.995% | 600 | 0 | 600 | 0.005% | Ordinary Resolution passed with requisite majority |
| 2. | 1140786 | 12670406 | 13811192 | 1140186 | 12670391 | 13810577 | 99.995% | 600 | 15 | 615 | 0.005% | Ordinary Resolution passed with requisite majority |
| 3. | 1140786 | 12670406 | 13811192 | 1140186 | 12670406 | 13810592 | 99.995% | 600 | 0 | 600 | 0.005% | Ordinary Resolution passed with requisite majority |
| 4. | 1140786 | 12670403 | 13811189 | 1140186 | 12670403 | 13810589 | 99.995% | 600 | 0 | 600 | 0.005% | Ordinary Resolution passed with requisite majority |
| 5. | 1140786 | 12670406 | 13811192 | 1140186 | 12670403 | 13810589 | 99.995% | 600 | 3 | 603 | 0.005% | Ordinary Resolution passed with requisite majority |
| 6. | 1140786 | 12670406 | 13811192 | 1140186 | 12670391 | 13810577 | 99.995% | 600 | 15 | 615 | 0.005% | Ordinary Resolution passed with requisite majority |



R.CHOUHAN & ASSOCIATES
Practising Company Secretaries

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B.COM., F.C.S.

Off: 47, Guru Nanakpura,
Raja Park, JAIPUR-302004
Ph.: 0141-2624708, 9314880072
E-Mail: cschouhanr_007@rediffmail.com
Cschouhanr007@gmail.com

| | | | | | | | | | | | | |
|-----|---------|----------|----------|---------|----------|----------|---------|-----|----|-----|--------|--|
| 7. | 1140786 | 12670406 | 13811192 | 1140186 | 12670391 | 13810577 | 99.995% | 600 | 15 | 615 | 0.005% | Ordinary Resolution passed with requisite majority |
| 8. | 1140786 | 2213555 | 3354341 | 1140186 | 2213552 | 3353738 | 99.990% | 600 | 3 | 603 | 0.010% | Special Resolution passed with requisite majority |
| 9. | 1140786 | 12670406 | 13811192 | 1140186 | 12670403 | 13810589 | 99.995% | 600 | 3 | 603 | 0.005% | Ordinary Resolution passed with requisite majority |
| 10. | 1140786 | 12670405 | 13811191 | 1140186 | 12670405 | 13810591 | 99.995% | 600 | 0 | 600 | 0.005% | Ordinary Resolution passed with requisite majority |
| 11. | 1140786 | 12670390 | 13811176 | 1140186 | 12670387 | 13810573 | 99.995% | 600 | 3 | 603 | 0.005% | Special Resolution passed with requisite majority |



RAJENDRA CHOUHAN
B.COM. , F.C.S.

R.CHOUHAN & ASSOCIATES
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Ph.: 0141-2624708, 9314880072
E-Mail: cschouhanr_007@rediffmail.com
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SCRUTINIZER'S REPORT

Report to the chairman of the Board of Directors / Annual General Meeting of Sutlej 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 E-Voting conducted by the company to pass the item on the agenda as contained in the notice dated 30.07.2015

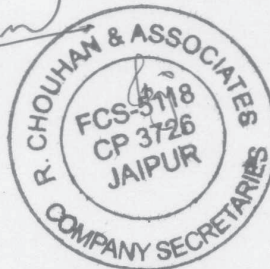
1. In the terms of Clause 35B of the Listing Agreement and provision of section 108 of the Companies Act, 2013 read with Rules 20(ix) of Companies (Management and Administration) Rules, 2014, I was appointed as scrutinizer of the company on 07.07.2015 to the E-Voting process for passing the item on agenda as contained in the notice dated 30.07.2015.
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 24.08.2015 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 5261 members in physical form on 05.08.2015 &
 - By e-mail to 2008 members who had registered their e-mail address with the company on 07.08.2015.
3. In terms of the aforesaid notice, E-Voting was for opened for Three days from 9.00 A.M. on Thursday, 27th August, 2015 to 5.00 P.M. on Sunday, 30th August, 2015 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolution / 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 5.54 P. M. on 31st August 2015 in the presence of Mr. Raj Kumar Solanki and Mr. Lokesh Gandhi.
5. Based on the result made available to me, 11 members have cast their votes on the E-voting platform and I have annexed with this Report, the details and analysis of the e-Voting result for each of the 11 agenda items contained in the said Notice.

CS RAJENDRA CHOUHAN

C.P. No. 3726

Date: 01.09.2015

Place: BHAWANIMANDI



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B.COM. , F.C.S.

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Annexure

Analysis of Result - 1

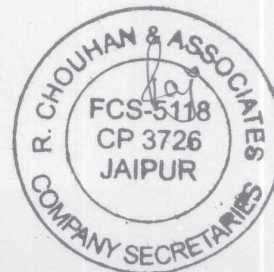
| | |
|--------------------|---|
| Agenda No. | 1. |
| Subject | Adoption of Audited Financial Statements for the year ended March 31, 2015. |
| Type of Resolution | Ordinary |

| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

Analysis of Results - 2

| | |
|--------------------|-----------------------|
| Agenda No. | 2. |
| Subject | Approval of Dividend. |
| Type of Resolution | Ordinary. |

| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |



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E-Mail: cschouhanr_007@rediffmail.com
Cschouhanr007@gmail.com

Analysis of Results - 3

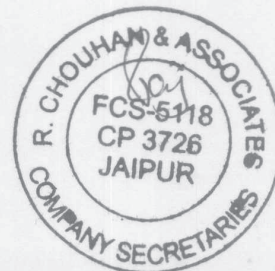
| | |
|--------------------|---|
| Agenda No. | 3. |
| Subject | Re-appointment of Shri C.S.Nopany as a Director, who retires by rotation. |
| Type of Resolution | Ordinary |

| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

Analysis of Results - 4

| | |
|--------------------|--|
| Agenda No. | 4. |
| Subject | Appointment of M/s. Singhi & Co., as Statutory Auditors and fixing their remuneration. |
| Type of Resolution | Ordinary |

| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |



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B.COM. , F.C.S.

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Analysis of Results- 5

| | |
|--------------------|--|
| Agenda No. | 5. |
| Subject | Appointment of M/s. S.R.Batliboi & Co., as Branch Auditors for Chenab Textile Mills (CTM) and fixing their remuneration. |
| Type of Resolution | Ordinary |

| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

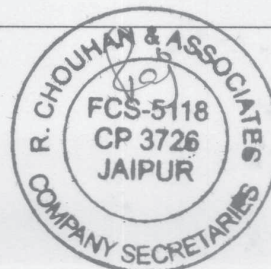
Analysis of Results - 6

| | |
|--------------------|--|
| Agenda No. | 6. |
| Subject | Appointment of Smt. Sonu Bhasin as Independent Non-Executive Director. |
| Type of Resolution | Ordinary |

| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

Analysis of Results - 7

| | |
|--------------------|--|
| Agenda No. | 7. |
| Subject | Ratification of Remuneration paid to M/s. K.G.Goyal & Associates, Cost Auditor |
| Type of Resolution | Ordinary |



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B.COM. , F.C.S.

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Ph.: 0141-2624708, 9314880072
E-Mail: cschouhanr_007@rediffmail.com
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| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

Analysis of Results - 8

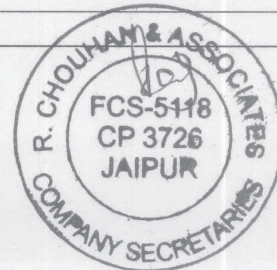
| | |
|--------------------|---|
| Agenda No. | 8. |
| Subject | Approval of Purchase / Acquisition of Birla Textile Mills from Chambal Fertilisers and Chemicals Ltd., a Related Party with reference to the Company. |
| Type of Resolution | Special |

| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

Note: Being the Related Party Transaction u/s 188 of the Companies Act, 2013, none of the promoter shareholders / directors / key-managerial personal and their relatives are not counted for quorum and not cost vote for the above said resolution item. Further not considered any vote for result also.

Analysis of Results - 9

| | |
|--------------------|---|
| Agenda No. | 9. |
| Subject | Appointment of M/s. S. R. Batliboi & Co., as Branch Auditors for Birla Textile Mills (BTM) and fixing their remuneration. |
| Type of Resolution | Ordinary |



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| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

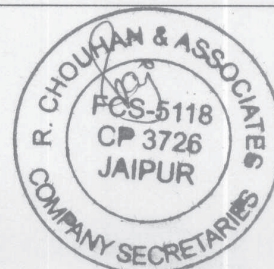
Analysis of Results - 10

| | |
|--------------------|--|
| Agenda No. | 10. |
| Subject | Appointment of Shri C.S.Nopany from Non-Executive chairman to Executive Chairman of the Company. |
| Type of Resolution | Ordinary |

| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

Analysis of Results - 11

| | |
|--------------------|---|
| Agenda No. | 11. |
| Subject | To raise financial resource through issue of securities for long term requirement of the Company. |
| Type of Resolution | Special |



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B.COM. , F.C.S.

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| Particular | Numbers of Members cast Remote e-Voting | Numbers of Votes contained in Remote e-voting | Percentage of Total |
|------------|---|---|---------------------|
| Assent | 10 | 1140186 | 99.95% |
| Dissent | 1 | 600 | 0.05% |
| Abstain | 0 | 0 | 0.00% |
| Total | 11 | 1140786 | 100.00% |

