

**CERTIFIED COPY OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF THE COMPANY HELD ON 31ST AUGUST, 2015 AT THE
REGISTERED OFFICE OF THE COMPANY AT PACHPAHAR COMPANY AT
PACHPAHAR ROAD, BHAWANIMANDI 326502 (RAJ).**

Proceedings of the Tenth Annual General Meeting of the Shareholders of Sutlej Textiles and Industries Limited held at the Registered Office of the Company at Pachpahar Road, Bhawanimandi on Monday, 31st August, 2015 at 3.00 P.M. and concluded at 5.00 P.M.

PRESENT:

Directors/KMPs Present:-

Present in Person:-

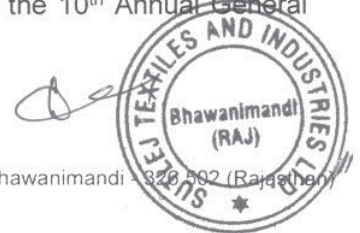
1. Shri Dilip Ghorawat– Whole Time Director and CFO, Sutlej Textiles and Industries Limited and as Authorised Representative of Uttar Pradesh Trading Co. Limited u/s.113(1) of the Companies Act, 2013.
2. Shri D. R. Prabhu - Company Secretary and as Authorized Representative of Hargaoon Investment & Trading Co. Limited u/s.113(1) of the Companies Act, 2013.

Through Video Conferencing:-

3. Shri Rajan Dalal, Director and Chairman of the Audit Committee of the Board & Member of Nomination & Remuneration Committee of the Board.
4. Shri Amit Dalal, Director and Chairman of the Stakeholders' Relationship Committee of the Board.
5. Shri Mahmoodur Rahman, Director and Member of Audit Committee of the Board.
6. Shri Rajiv Podar, Director and Member of Audit Committee of the Board.

IN ATTENDANCE

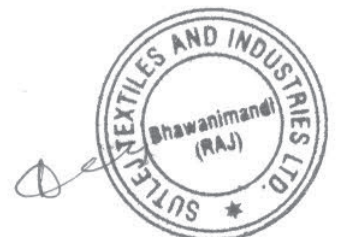
1. Shri S.S.Maheshwari- Executive President, Unit Rajasthan Textile Mills, and as Authorised Representative of New India Trading & Investment Limited u/s.113(1) of the Companies Act, 2013.
2. Shri S.N.Sharma representing the Statutory auditors, M/s Singhi & Company, New Delhi;
3. Shri Rajendra Chouhan, Secretarial Auditor & Scrutinizer appointed by the Board for the business proposed to be conducted through poll and e-voting at the 10th Annual General Meeting.



MEMBERS/SHAREHOLDERS PRESENT:-

(a) IN PERSON

1.	R.K. Choudhary
2.	K.G. Jethlia
3.	Asha Sharma
4.	Dilip Kumar Jain
5.	Gopal Porwal
6.	Chandrakanta Jethlia
7.	Alka Goyal
8.	Dinesh Kumar Jain
9.	K.C. Hurkat
10.	S.R. Nawal
11.	S.M. Bansal
12.	Shobha Bansal
13.	Ravi Baldua
14.	Anand Gupta
15.	Rajendra Goyal
16.	Rambabu Gupta
17.	Sarveshvar Maheshwari
18.	Abhay Kumar Nahar
19.	Preeti Rajpurohit
20.	Leela Devi Porwal
21.	M.L. Bharadia
22.	M.P. Jain
23.	Ranjana Sharma
24.	Usha Jain
25.	Vinod Kumar Gupta
26.	Vinod Rathi
27.	Rajendra Mandora
28.	Yashwant Singh Gang
29.	J.C. Sharma
30.	Akshay Kumar Jain
31.	Ritesh Gang
32.	Pankaj Toshniwal
33.	Sanjay Kumar Jain
34.	Rajkumar Choudhary
35.	R.L. Gupta
36.	C.S. Vyas
37.	Mahesh Sharma
38.	Laxmi Narayan Sharma
39.	Harish Bhavsar
40.	Preeti Jain
41.	Abhay Kumar jain
42.	Ganga Gupta
43.	Mukesh Rathore
44.	Arun Kumar Gaur
45.	Kamlesh Gupta
46.	Anil Kumar Gupta
47.	Radhika Gupta
48.	Hasmukh Bhai Patel
49.	Chetan Prakash Soni
50.	Anuradha Soni
51.	Shailendra Gupta
52.	Sangeeta Gupta



53.	B.K. Mantri
54.	Pushpa Mantri
55.	O.P. Soni
56.	Om Prakash Khandelwal
57.	Antima Mundra
58.	Chandan Bala Chaudhary
59.	Kamlesh Vyas
60.	Manoj Kumar Jain
61.	Suman Shukla
62.	Niti Sagwaria
63.	Rajesh Khandelwal
64.	Rajni Shotriya
65.	Shyam Bihari Sharma
66.	Sudha Sharma

b) THROUGH PROXY

1.	Shri Dilip Ghorawat as proxy for:	Uttar Pradesh Trading Co.Ltd.
2.	Shri Mukesh Mundra as proxy for:	RTM Investment & Trading Co.Ltd. SCM Investment & Trading Co. Ltd. Champaran Marketing Co. Ltd Sonali Commercial Ltd. Uttam Commercial Ltd. Sidh Enterprises Ltd.
3.	Shri Lokesh Gandhi as proxy for:	Ronson Traders Ltd. OSM Investment & Trading Co. Ltd.
4.	Shri D.R. Prabhu as proxy for:	Hargaon Investment & Trading Co.Ltd.
5.	Shri Sachin Sagwaria as proxy for:	Yashovardhan Investment & Trading Co.Ltd.
6.	Shri S.S. Maheshwari as proxy for:	New India Retailing & Investment Ltd.
7.	Shri B.K. Mantri as proxy for:	Earthstone Holding (Two) Ltd.
8.	Shri Mohan G. Kamath as proxy for:	SIL Investments Limited
9.	Smt. Chandra Kanta Jethlia as proxy for:	Kumarpal Mansukhlal Parekh Arnav Gupta Mahipal Gupta SMG Management Consultants Pvt. Ltd. Pranav Kumarpal Parekh Daksha Sanjeev Parekh Pushpa Mansukhlal Parekh Chandrika Vinod Chandra Parekh Jitendra Mansukh Parekh Jitendra Mansukh Parekh Jitendra Mansukh Parekh Sangita Kumarpal Parekh Kumarpal Mansukhlal Parekh Sanjeev Vinod Chandra Parekh Sanjeev Vinod Chandra Parekh Sanjeev Vinod Chandra Parekh



		Viraj Sanjeev Parekh Viraj Sanjeev Parekh PIC Realcon Ltd.
10	M.P. Jain as proxy for:	Play-fair Capital Investment P.Ltd. Om Prakash Khemka Sushila Khemka Dolly Khanna Vijay Kumar Kasera Vijay Kumar Kasera Prem Lata Kasera Vinodchandra Mansukh Parekh Vinodchandra Mansukh Parekh Vinodchandra Mansukh Parekh
11	Shyam Sunder Khandelwal as proxy for:	Ritvi Mehta Tvisha Mehta Culair (India) Pvt. Ltd. Ketan H. Mehta Bhumika K. Mehta

- 12) Harsh Goyal as Proxy for:
Kailash Chandra Goyal
- 13) Vijay Jangir as proxy for:
Nilesh Shotriya
- 14) Vipin Shotriya as proxy for:
Veena Shotriya
- 15) Chain Ram Patidar as Proxy for:
Hasmukh Patel
- 16) Paras Kumar Jain as Proxy for:
Kiran Jain
- 17) Mahendra Gangwal as Proxy for:
Sheetal Gangwal
- 18) Ravindra Gupta as Proxy for:
Anik Kumar Gupta
- 19) Rajesh Kumar Pamecha as Proxy for:
Madhu Lata Pamecha

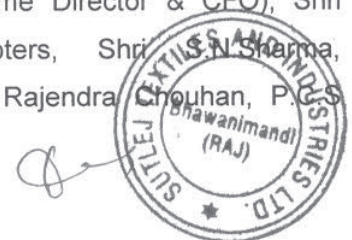


- 20) Jay Kumar as Proxy for:
Nirmal Kumar Sethia
- 21) Nilesh Mantri as Proxy for:
Kailash Mantri
- 22) Jagdish Jain as Proxy for:
Kamla Devi Jain
- 23) Rahul Jain as Proxy for:
Abhansh Jain
- 24) Nivedita Maheshwari as Proxy for:
Annapurna Baheti
- 25) Manoj Kumar as Proxy for:
Abhisar Jain
- 26) Abdul Hussain as Proxy for:
Abha Jain
- 27) Manish Kumar Choudhary as Proxy for:
Chandan Bala Choudhary
- 28) Dhirendra Kumar Choudhary as Proxy for:
Jaya Choudhary
- 29) Rishab Khandelwal as Proxy for:
Anjana Khandelwal
- 30) S.N. Sharma as Proxy for:
Nisha Sharma
- 31) A.K. Jain as Proxy for:
Pilani Investment & Inds. Corpn.Ltd.
Navjeevan Medical Institute

66 Members holding 1337 Equity Shares were present in person, and 68 Members holding 1,26,69,227 Equity Shares were present through their 31 Proxies.

1. CHAIRMAN FOR THE MEETING

Before commencing the proceedings of the meeting, the Secretary Shri D.R.Prabhu extended a warm and hearty welcome to Shri Dilip Ghorawat (Wholetime Director & CFO), Shri S.S.Maheshwari, representative of some members/promoters, Shri S.N.Sharma, Representative of Statutory Auditors, M/s Singhi & Co.; Shri Rajendra Chouhan, P.



appointed as Scrutinizer for this meeting and the esteemed Shareholders of the Company at the Tenth Annual General Meeting of the Company.

The Secretary also extended a warm and hearty welcome to following Directors who were present through video conferencing from Mumbai:-

- a) Shri Rajan Dalal, Chairman of Audit Committee & Member of the Nomination & Remuneration Committee.
- b) Shri Amit Dalal, Chairman of the Stakeholders' Relationship Committee.
- c) Shri Mahmoodur Rahman, Member of Audit Committee.
- d) Shri Rajiv Podar, Member of Audit Committee.

The Secretary informed the members that Shri U.K.Khaitan, Chairman of Nomination and Remuneration Committee of the Company had conveyed his inability to attend the meeting, and had therefore authorized Shri Rajan Dalal, a Member of Nomination and Remuneration Committee of the Company, to attend the AGM to represent the Committee in compliance with the provisions of the Companies Act, 2013.

In his remarks, Shri Rajan Dalal, a Director and Chairman of the Audit Committee of the Board, expressed his regret that he could not make himself available at the meeting due to pressing pre-occupation, but offered to answer queries through video conferencing from shareholders in relation to accounts and allied matters as may be brought before the meeting by the shareholders.

As Shri C. S. Nopany, Chairman of the Board of Directors of the Company could not attend the Meeting, Shri R.K.Choudhary, a member, proposed that Shri Dilip Ghorawat, Wholetime Director and CFO of the Company (an Authorised Representative u/s.113(1) of the Companies Act, 2013 of one of the Promoter Companies) may Chair the Meeting in his stead, pursuant to the provisions of Article 100 of the Articles of Association of the Company. Shri K.G.Jethlia, a member, seconded the proposal. The proposal was supported unanimously/passed without dissent by the Members present.

Thereafter Shri Dilip Ghorawat took the chair and conducted the proceedings of the meeting.

2. PROCEEDINGS OF THE MEETING

Shri Dilip Ghorawat, the Chairman of the Meeting declared that the requisite quorum for the meeting was present (in terms of Section 103 of the Companies Act, 2013) and called the meeting to order. He further stated that the Register of Directors' & KMP Shareholding, Auditor's Report, Secretarial Audit Report along with the other prescribed Statutory Registers & Reports of the Company as required under the Companies Act, 2013



Standards was open and accessible/ available for inspection throughout the continuance of the meeting to any person, entitled to attend the meeting.

The Chairman intimated the Members present that the Statutory Auditor's Report did not contain any qualification, observations or comments on any financial transaction or matter which have any adverse effect on the functioning of the Company. Further he read out some of the observations from the Secretarial Auditor's Report, which might be of interest to the Members.

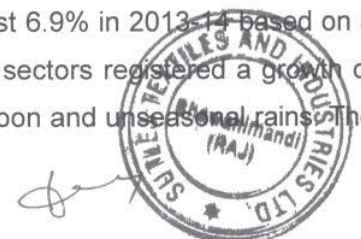
In his address to the Members, the Chairman welcomed the members to the 10th Annual General Meeting of the Company and stated as follows:

"It is my privilege to welcome you all at the 10th Annual General Meeting of the Company. The Directors' Report along with other related papers for the year ended 31st March, 2015 are with you. I seek your permission to take them as read.

The year 2014-15 was an eventful year. A new government with a decisive mandate and high expectations was installed at the Centre. The Government has already started enacting policies that have galvanised investor confidence, undertaking various socio economic initiatives like 'Make in India', the MUDRA Bank and enhancing ease of doing business – an index of investor-friendliness as per the norms set down by the World Bank. The government has been allowing more foreign investment in some industries, slashing fuel subsidies, setting up smart cities, ensuring steady digitisation of India. Other landmark initiatives like Housing for all by 2022, Swachh Bharat Abhiyan, Skill Development Programme, Jan Dhan Yojana, Clean Energy Mission, Pradhan Mantri Jeevan Jyoti Bima Yojna and Suraksha Bima Yojna, among others are expected to have far-reaching consequences and sow the seeds of sustainable economic development. The imminent roll out of the GST (Goods & Service Tax) is expected to emerge as one of the most significant economic reforms of this decade.

The year 2014-15 was also a challenging year. The global economy lacked momentum as developed economies continued to reel under the aftermath of the global financial crisis, with emerging economies rendered less vibrant than in the past. Commodity prices have continued plummeting in 2015 depressing business sentiment. Global growth in 2014 at 2.6% was only marginally higher than 2.5% in 2013.

On the Indian front, although the economy appears to have bottomed out, recovery has been slow and modest. India's GDP grew by 7.3% in 2014-15 against 6.9% in 2013-14 based on a new base year for calculating the GDP. Agriculture and allied sectors registered a growth of only 0.2% against 3.7% in 2013-14 owing to a below par monsoon and unseasonal rains. The



IIP (Index of Industrial Production) rose by 2.1% in 2014-15 against a contraction of 0.5% in the previous year. Private consumption which indicates the inherent demand in the economy rose by 6.3% against 6.2% in 2013-14. Low demand in rural areas has led to a slump in overall demand and is seen as a deterrent to fresh investments.

On the textile front, spun yarn production grew only 3% in 2014-15 against 9% in 2013-14. While textile and garments export from India registered an almost flat growth of 5.4%, exports of 100%-non-cotton yarn contracted by 5.53% on the back of the global slowdown and adverse cross currency movements. Due to a stressed rural economy, offtake in the domestic market remained slow.

Sutlej's performance

Given the difficult macro economic circumstances of FY2014-15, your Company's performance was commendable. Despite a dull and sluggish market, Sutlej reported a 4.62% volume growth in its yarn segment and enhanced capacity utilisation to 95.86% from 95.52% in 2013-14. The Company also maintained its momentum in terms of exports and clocked a growth of 1.48% in overall exports to Rs.436 crore despite a 30.35% fall in the export of traded goods and exiting from fabrics business.

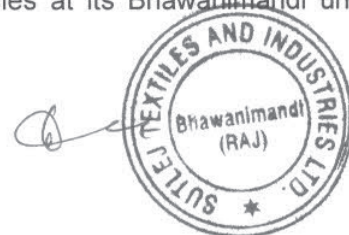
Sutlej's approach

At a time when most companies would have preferred to wait for the scenario to improve, your Company undertook several pro-active measures to improve its prospects, going forward.

One, Sutlej aggressively decided to increase its capacity despite the sluggishness in the markets. The Company decided to focus on completing the addition of 31,104 spindles at its Kathua unit (J&K). It was successful in achieving its goal as the project was completed well within the budgeted capital outlay and was able to attain stability quickly.

Two, the Company's Board of Directors approved the acquisition of Birla Textile Mills (a unit of Chambal Fertilisers and Chemicals Limited) with 83,376 spindles to manufacture cotton, synthetic and blended yarn in grey and dyed form as a going concern on a slump-sale basis with effect from April 1, 2015 subject to shareholders' and other approvals.

Three, the Company has decided to invest Rs.235 crore in expanding its cotton mélange/blended dyed yarn capacity by adding 31,104 spindles at its Bhawanimandi unit. The project is expected to be completed by March, 2017.



Four, the Company took a conscious decision to close its loss-making fabric division. Departure from this unviable segment will enable the Company to deploy its resources towards other money spinning segments.

Five, the Company has focused on the profitable home textiles business. The capacity of the home textiles division is being expanded from 2.5 million metres to 9.6 million metres per annum at a total cost of Rs.88.50 crore. Commercial operations are expected to start in a phased manner over FY 2015-16 and 2016-17.

Six, the Company invested around Rs.58 crore for technology upgradation in order to enhance efficiency, improve quality and reduce costs.

Finally, the Company continues to focus on increasing its market share for value added and niche products.

Road ahead

Global recovery is still slow and getting increasingly differentiated across regions. For most emerging market economies, macroeconomic conditions remain challenging due to domestic fragilities, exacerbated by bouts of financial turbulence. China continues to decelerate despite monetary easing. The world economy is expected to grow by 2.8% in 2015, 0.2 bps slower than it estimated in January 2015.

On the domestic front, industrial production has been recovering, but sustained weakness in consumption, especially in the rural areas, continues to operate as a drag. Exchange rate fluctuations could also spike up inflation. Nevertheless, India remains one of the fastest-growing economies in the world and has even surpassed China in the first quarter of 2015 when the Indian economy grew at a rate of 7.5% as against China's 7%. The government expects the economy to grow by 8.1 – 8.5% during 2015-16. Current account deficit is within comfortable limits. The macro economic situation in the country is expected to improve considerably in the coming years owing to various policy initiatives mentioned above.

Though the present industry scenario is challenging, Sutej expects to sustain its growth momentum on the back of various initiatives taken in the past and lined up for the coming years. India's growth is imminent and your Company is well-placed to seize this opportunity when it transpires.

Appreciation



Despite the inherent cyclicity associated with the business, the Company posted substantial growth in terms of revenues as well as profits in the last year. On behalf of the Board of Directors and on my behalf, I would like to express my sincere appreciation for the continued co-operation and support confidence reposed in the Company by all the stakeholders including bankers and shareholders. I would also like to express my sincere appreciation of the dedicated services rendered by the officers, staff and workers and their contribution towards the successful performance of the Company during the year. Thank You!"

NOTICE OF THE 10TH ANNUAL GENERAL MEETING

In his remarks, the Secretary informed the Meeting that the all the shareholders present/their representatives and proxy holders, had been handed over ballot papers, for use in casting their respective votes in respect of each of the Ordinary and Special Business contained in the Notice dated 30th July, 2015, which was now before the Meeting. He further stated that each of the proposed resolutions shall be voted upon in a poll to be conducted by use of the ballot papers. The votes on each of the resolutions through ballot papers shall be scrutinized by the Scrutinizer, Shri Rajendra Chouhan. Similarly, the votes cast through e-voting shall be duly considered by the scrutinizer, before declaring the results.

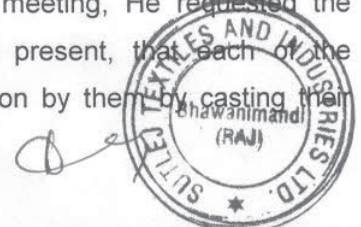
With the unanimous consent of Shareholders present, the Balance Sheet, Statement of Profit and Loss and Directors' Report were taken as read. Thereafter, as instructed, Shri D. R. Prabhu, Company Secretary, read the Auditors' Report.

The Chairman invited comments, queries and clarifications, if any, desired by the Members present, on the Annual Report of the Company for the year ended 31st March, 2015. During his concluding remarks, the Chairman informed the meeting that any queries of the members regarding the Audited Annual Accounts and the Reports of the Directors and Auditors thereon may also be addressed to the Chairman of the Audit Committee, Shri Rajan Dalal, who was available to answer the same.

The queries raised by the members relating to the accounts and reports of the Directors and Auditors were duly clarified to the satisfaction of the Members.

The Chairman then requested the Secretary to take up transaction of the business as proposed in the Notice for the 10th Annual General Meeting dated 31st August, 2015.

As instructed, the Secretary then proceeded to conduct the meeting, He requested the shareholders present/their representatives and proxy holders present, that each of the resolutions being considered by the meeting may be voted upon by them by casting their



votes on the ballot paper provided for the purpose, and that the result shall be declared by the Scrutinizer for the meeting after considering the valid votes cast in the ballot along with the votes cast in the e-voting.

The following resolutions were then moved seriatim as per the Notice concerning the Meeting:

A. ORDINARY BUSINESS

Proposed & Passed As Ordinary Resolutions:

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

Proposed as Ordinary Resolution:

Proposed by Shri R.K. Choudhary

Seconded by Shri Dilip Kumar Jain:

"**RESOLVED THAT** the Directors' Report, Auditors' Report, the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date along with schedules and annexure thereto be and are hereby approved and adopted".

2. DECLARATION OF DIVIDEND

Proposed as Ordinary Resolution:

Proposed by Shri Rajkumar Choudhary

Seconded by Shri Vinod Rathi:

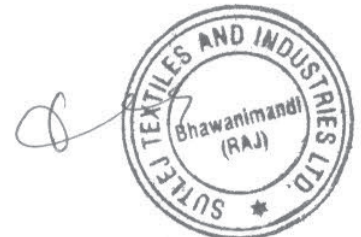
"**RESOLVED THAT** Dividend @ Rs.10/- per share for the year ended 31st March, 2015, as recommended by the Board of Directors of the Company, on 1638286 existing ordinary shares of Rs.10/- each, be and is hereby approved and the same shall vest in, and distributed amongst those shareholders, whose names appeared on the Company's Register of Members at the close of working hours on Saturday, the 11th July, 2015 or to their order or to their Bankers and also to the beneficial owners of Ordinary Shares held in electronic form as per the details furnished by the Depositories for the purpose as at the close of the working hours on Saturday, the 11th July, 2015".

3. RE-APPOINTMENT OF SHRI C.S.NOPANY AS A DIRECTOR

Proposed as Ordinary Resolution:

Proposed by Shri Om Prakash Khandelwal

Seconded by Smt. Pushpa Mantri :



"RESOLVED THAT Shri C.S.Nopany, who retires by rotation at this Annual General Meeting and has offered himself for re-appointment be and is hereby reappointed as a Director of the Company liable to retire by rotation".

4. APPOINTMENT OF STATUTORY AUDITORS AND FIXATION OF THEIR REMUNERATION

Proposed as Ordinary Resolution:

Proposed by Shri J.C.Sharma

Seconded by Shri S. M. Bansal :

"RESOLVED THAT M/s. Singhi & Co., Chartered Accountants, New Delhi (Registration No.302049E) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and the Board of Directors of the Company be and is hereby authorized to fix their remuneration".

5. APPOINTMENT OF BRANCH AUDITORS AND FIXATION OF THEIR REMUNERATION

Proposed as Ordinary Resolution:

Proposed by Shri Dinesh Jain

Seconded by Shri S. R. Nawal:

"RESOLVED THAT M/s.S.R.Batliboi & Company, LLP, Chartered Accountants, New Delhi (Registration No.301003E) be and are hereby appointed as Branch Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting for auditing the accounts of Chenab Textile Mills, Kathua (J&K) and the Board of Directors of the Company be and is hereby authorized to fix their remuneration".

SPECIAL BUSINESS

Proposed & Passed As Ordinary Resolutions:

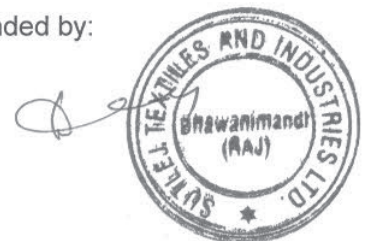
6. APPOINTMENT OF SMT. SONU BHASIN AS A INDEPENDENT NON-EXECUTIVE DIRECTOR

Proposed as Ordinary Resolution:

Proposed by Shri R.K. Choudhary

Seconded by Shri Rajendra Goyal:

The following **Ordinary Resolution** was proposed by and seconded by:



“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Sonu Bhasin (Director Identification Number 02872234), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 07, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Smt. Sonu Bhasin for the office of the Director of the Company, 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”.

7. RATIFICATION OF REMUNERATION PAID TO M/S. K.G.GOYAL & ASSOCIATES, COST AUDITOR

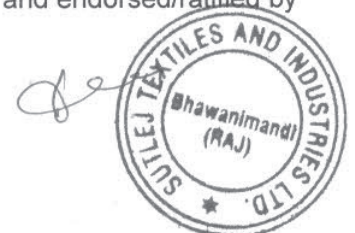
Proposed as Ordinary Resolution:

Proposed by Shri Anil Kumar Gupta

Seconded by Shri K.G.Jethlia:

“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); and (c) Damanganga Home Textiles, Bhilad, (Guj.) for the financial year ending 31st March, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the appointment of M/s. K. G. Goyal & Associates as Cost Auditors shall also extend to all such applicable Unit/s as may be acquired by the Company during the said period;and shall be on such remuneration as may be mutually agreed upon, subject to the recommendation of the Audit Committee of the Board and endorsed/ratified by the resolution of the Shareholders in this behalf.



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”.

Proposed & Passed As Special Resolutions:

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

Proposed as Special Resolution:

Proposed by Shri R.L. Gupta

Seconded by Shri S.R.Nawal:

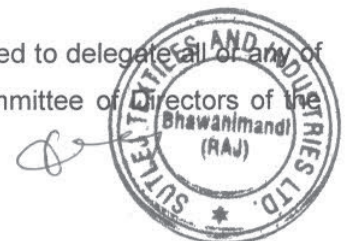
“**RESOLVED THAT** pursuant to Section 188 read with Section 2(76) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges, applicable modifications/amendments thereto, as made from time to time; and subject to such other applicable approvals, consents, permissions and sanctions from various regulatory and statutory authorities, approval of the shareholders be and is hereby accorded for Purchase of Birla Textile Mills (textile division of Chambal Fertilizers and Chemicals Limited) situated at Village Bhatouli Kalan, Tehsil Baddi, District Solan, Himachal Pradesh (H.P.), as a going concern from Chambal Fertilisers and Chemicals Ltd. on a slump sale basis, for an aggregate value of Rs.232.63 Crores (including net current assets) subject to closing and other adjustments, if any, and on other main terms and conditions as set out in the 'Business Purchase Agreement' dated 30th June, 2015.

RESOLVED FURTHER THAT the shareholders do hereby confirm, ratify and accord their approval to all actions taken so far with regard to the aforesaid transaction, including execution of various transaction documents.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, modify or supplement from time to time, the said Business Purchase Agreement dated June 30, 2015, and other transaction documents entered into between the Company and CFCL, as may be mutually agreed to between the Board and CFCL.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for any matters connected therewith or incidental hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the



Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may consider appropriate in order to give effect to this resolution.”

Proposed & Passed As Ordinary Resolutions:

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

Proposed as Ordinary Resolution

Proposed by Smt. Usha Jain

Seconded by Shri Rajendra Goyal:

“**RESOLVED THAT** M/s.S.R.Batliboi & Company, Chartered Accountants, New Delhi (Registration No.301003E) be and are hereby appointed as Branch Auditors for auditing the accounts of Birla Textile Mills, Baddi, Himachal Pradesh (“BTM Unit”) for the period commencing from the date of acquisition of the said BTM Unit, till the conclusion of (11th) Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration”.

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

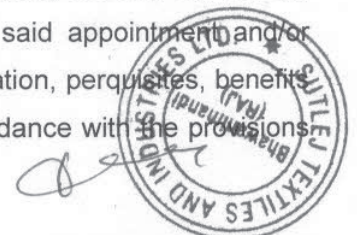
Proposed as Ordinary Resolution

Proposed by Shri Vinod Kumar Gupta

Seconded by Shri Rajendra Goyal:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 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 C.S.Nopany (DIN No.00014587) as “Executive Chairman” of the Company, (thereby resulting in change of his designation from Non-Executive Chairman to Executive Chairman), for a period of 3 (Three) years with effect from 1st July, 2015 at the remuneration and on such other 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 C.S.Nopany which shall be in accordance with the provisions



of the Companies Act, 2013 and the prescribed 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 C.S.Nopany 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 authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

Proposed & Passed As Special Resolution:

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

Proposed as Special Resolution

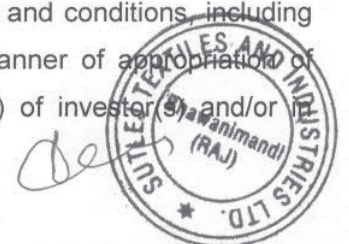
Proposed by Shri R.L.Gupta

Seconded by Shri R.K. Choudhary:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) and rules made thereunder, to the extent notified and in effect, and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the “Listing Agreements”), the Memorandum of Association and Articles of



Association of Sutlej textiles and Industries Limited (the "Company") and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised on behalf of the Company, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of a further public issue, preferential issue, qualified institutions placement, private placement or a combination thereof, such number of equity shares of the Company (the "Equity Shares") or the global depository receipts ("GDRs"), the American depository receipts ("ADRs"), the foreign currency convertible bonds ("FCCBs"), fully convertible debentures/ partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/ or trustees and/or stabilizing agent or any other category of investors, and whether or not such investors are members of the Company (collectively the "Investors"), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, aggregating up to Rs. 125 Crore or equivalent thereof, in one or more tranche or tranches, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or



respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paidup and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also charge premium, or offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with nonconvertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue.



RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

(a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

(b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;

(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

(a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividends thereto.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities, or period of conversion of Securities into Equity Shares during the duration of the Securities and the



Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, creation of mortgage/ charge in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document and/or offering circular and/or offer document and/ or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.



RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company”.

Conclusion:

There being no further business to transact, the meeting ended with a vote of thanks to the Chair.

12. TAKING NOTE OF THE MINUTES OF THE ANNOUNCEMENT OF THE RESULTS OF THE POLL HELD BY THE COMPANY AND CONCLUDED ON 31st AUGUST, 2015.

12.A: PERUSING REPORT OF THE SCRUTINIZER DATED 01.09.2015

The Chairman for the Meeting noted that with respect to the poll through ballot conducted by the company, to obtain assent/dissent of the members/shareholders of the company in the matter of Items 1 to 11 stated above and contained in the Notice to the Shareholders dated 30th July, 2015, the Scrutinizer for the poll, CS Shri Rajendra Chouhan, after scrutinizing the ballots cast physically at the Annual general meeting held on 31st August, 2015 and through e-voting facility provided to the Members through NSDL, had presented his report dated 01st September, 2015 to the Company with regard to the results of the said poll. The report was published through the Notice Board at the Registered Office of the Company for the benefit of the members and was also published on the Website of the Company.

12.B: ANNOUNCEMENT OF RESULT CONDUCTED THROUGH E-VOTING & BALLOT:

On the basis of the Report submitted by the Scrutinizer, CS Shri Rajendra Chouhan, on September 4, 2015, the Chairman for the Meeting announced on behalf of the Company, the results of the Poll conducted on 31st August, 2015. The Chairman stated that each of the Ordinary and Special Resolutions contained in the said Notice was passed by the requisite majority.

The Chairman stated that the detailed results of the Poll conducted on 31st August, 2015 were placed on the Notice Board at the Company's Registered Office for information of the concerned members and the public, and that the signed Minutes of the said 'Announcement of Results' had been submitted to the Stock Exchanges where the shares of the Company were listed, and were available for inspection of any Member who would be interested to peruse the same. The said results were also hosted on the website of the Company.

As per the Report submitted by the Scrutinizer, the detailed results were as follows:-



**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	No. Of Invalid Votes
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Institutional holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354341	57.59%	3353741	600	99.98%	0.02%	267
Total	16382862	13811192	84.30%	13810592	600	99.995%	0.005%	267

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	No. Of Invalid Votes
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Institutional holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354341	57.59%	3353726	615	99.98%	0.02%	267
Total	16382862	13811192	84.30%	13810577	615	99.995%	0.005%	267



**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 outstan ding shares	No. of Votes - In favour	No. of Votes - again st	% of Votes in favour on votes polled	% of Votes against on votes polled	No. Of Invalid Votes
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6) =[(4)/(2)]*1 00	(7) =[(5)/(2)]* 100	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Instituti onal holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354341	57.59%	3353741	600	99.98%	0.02%	267
Total	16382862	13811192	84.30%	13810592	600	99.995%	0.005%	267

**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 outstan ding shares	No. of Votes - In favour	No. of Votes - again st	% of Votes in favour on votes polled	% of Votes against on votes polled	No. Of Invalid Votes
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6) =[(4)/(2)]* 100	(7) =[(5)/(2)]* 100	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Instituti onal holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354338	57.59%	3353738	600	99.98%	0.02%	267
Total	16382862	13811189	84.30%	13810589	600	99.995%	0.005%	267

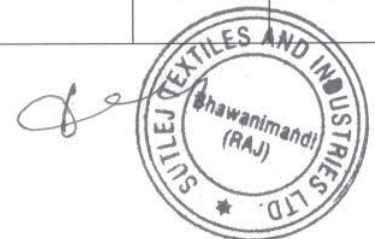


Resolution 5: Appointment of M/s. S.R.Batliboi & Co., as Branch Auditors for Chenab Textile Mills (CTM) and fixing their remuneration (Ordinary Resolution)

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	No. Of Invalid Votes
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Institutional holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354341	57.59%	3353738	603	99.98%	0.02%	267
Total	16382862	13811192	84.30%	13810589	603	99.995%	0.005%	267

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	No. Of Invalid Votes
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Institutional holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354341	57.59%	3353726	615	99.98%	0.02%	267
Total	16382862	13811192	84.30%	13810577	615	99.995%	0.005%	267

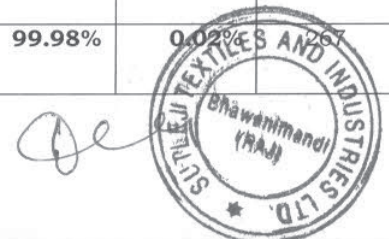


Resolution 7 : Ratification of Remuneration paid to M/s. K.G. Goyal & Associates, Cost Auditor (Ordinary Resolution)

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	No. Of Invalid Votes
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Institutional holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354341	57.59%	3353726	615	99.98%	0.02%	267
Total	16382862	13811192	84.30%	13810577	615	99.995%	0.005%	267

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	No. Of Invalid Votes
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$	(8)
Promoter and Promoter Group*	10456851	0	0.00%	0.00%	0.00%	0.00%	0.00%	0
Public - Institutional holders	101896	0	0.00%	0.00%	0.00%	0.00%	0.00%	0
Public - Others	5824115	3354341	57.59%	3353738	603	99.98%	0.02%	267
Total	16382862	3354341	20.47%	3353738	603	99.98%	0.02%	267



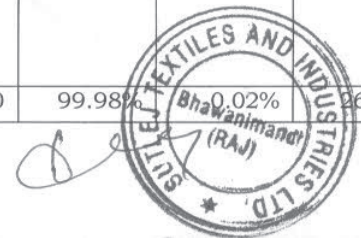
Note: *Being the Related Party Transaction u/s 188 of the Companies Act, 2013, none of the promoter shareholders / directors / key-managerial personal and their relatives are counted for quorum, and none have cast their vote on Resolution No. 8. Further, vote, if any, is not counted for result also.

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 outstand ing shares	No. of Votes - In favour	No. of Vote s - agai nst	% of Votes in favour on votes polled	% of Votes against on votes polled	No. Of Invalid Votes
	(1)	(2)	(3) = [(2)/(1)]*1 00	(4)	(5)	(6) =[(4)/(2)]* 100	(7) =[(5)/(2)] *100	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Institution al holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354341	57.59%	3353738	603	99.98%	0.02%	267
Total	16382862	13811192	84.30%	1381058 9	603	99.995%	0.005%	267

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

Promote r/ Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - In favour	No. of Vote s - agai nst	% of Votes in favour on votes polled	% of Votes against on votes polled	No. Of Invalid Votes
	(1)	(2)	(3) = [(2)/(1)]*1 00	(4)	(5)	(6) =[(4)/(2)]* 100	(7) =[(5)/(2)]* 100	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Institution al holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public -	5824115	3354340	57.59%	3353740	600	99.98%	0.02%	267



Others								
Total	16382862	13811191	84.30%	13810591	600	99.995%	0.005%	267

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 outstan ding shares	No. of Votes - In favour	No. of Vote s - agai nst	% of Votes in favour on votes polled	% of Votes against on votes polled	No. Of Invalid Votes
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6) =[(4)/(2)]* 100	(7) =[(5)/(2)]* 100	(8)
Promoter and Promoter Group	10456851	10456851	100.00%	10456851	0	100.00%	0.00%	0
Public - Instituti onal holders	101896	0	0.00%	0	0	0.00%	0.00%	0
Public - Others	5824115	3354325	57.59%	3353722	603	99.98%	0.02%	267
Total	16382862	13811176	84.30%	13810573	603	99.995%	0.005%	267

Sd/-


(Dilip Kumar Ghorawat)
Chairman for the Meeting

Place: Mumbai

Date: September 04, 2015

//Certified True Copy//

For **SUTLEJ TEXTILES AND INDUSTRIES LTD.**


D.R. PRABHU
COMPANY SECRETARY
Membership No. F7455

