

STIL/

November 18, 2016

M/s. Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001 Fax No. 022-22723121/719/22702037/39 Scrip Code: 532782	M/s. National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No.C/1, G-Block, Bandra-Kurla Complex, Bandra(E), Mumbai 400 051 Fax No. (022-2659 8237/38) Scrip Code : SUTLEJTEX
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SUB:- DECLARATION OF RESULTS OF POSTAL BALLOT

Ref:- Our Letter dated 15.10.2016 enclosing Postal Ballot

Notice dated 28.09.2016

Dear Sirs,

This is further to our letter dated 15th October, 2016 enclosing the Postal Ballot Notice dated 28th September, 2016 for seeking consent from the shareholders by way of Special Resolution for creation of charge on the total assets of the company to secure its borrowings under Section 180 (1) (a) of the Companies Act, 2013.

Pursuant to Regulation 44 of the Listing Regulations, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014, please find enclosed a) the voting results and b) the Report of Scrutinizer on voting through postal ballot (including E-Voting).

A copy of the Special Resolution Certified True which is passed in the Postal Ballot is also enclosed for your ready reference.

This is for your information and record.

Thanking you

Yours Faithfully,

For SUTLEJ TEXTILES AND INDUSTRIES LIMITED



(D. R. PRABHU)

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: a/a



Postal Ballot Voting Results
(As per Regulation 44(3) of Listing Regulations – Postal and E-voting)

Date of Postal Ballot Notice	Notice dated September 28, 2016.
Total Number of Shareholders on Cut-off Date i.e. 30th September, 2016	6510
Number Of Shareholders present in the meeting either in person or through proxy : Promoters & Promoter Group: Public:	Not applicable being Postal ballot
Number of Shareholders attended the meeting through Video Conferencing : Promoters & Promoter Group: Public:	Not applicable being Postal ballot

Resolution Required : (Special)		1 – To mortgage, hypothecate otherwise charge, dispose off as may be necessary of all immovable and movable properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and to authorize the Board to perform all such acts, deeds, and things as may be necessary , desirable or expedient in connection therewith. Certified True Copy of the Special Resolution is annexed.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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	E-Voting	10467851	10456851	99.89	10456851	0	100.00	0.00
	Postal Ballot		0	0	0	0	0	0
	Total		10456851	99.89	10456851	0	100.00	0.00
Public Institutions	E-Voting	146665	65300	44.52	65300	0	100.00	0.00
	Postal Ballot		0	0	0	0	0	
	Total		65300	44.52	65300	0	100.00	0.00
Public Non Institutions	E-Voting	5768346	2395879	41.54	2395879	0	100.00	0.00
	Postal Ballot		130194	2.26	129994	200	99.85	0.15
	Total		2526073	43.80	2525873	200	99.99	0.01
Total		16382862	13048224	79.65	13048024	200	100.00*	0.00*

*Rounded Off

As per the consolidated results of e-voting and Postal Ballot on item no. 1 of the Notice of Postal Ballot dated 28th September, 2016, the aforesaid Special Resolution is 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
Practicing Company Secretaries

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SCRUTINIZER'S REPORT

To
**THE BOARD OF DIRECTORS,
SUTLEJ TEXTILES AND INDUSTRIES LIMITED
PACHPAHAR ROAD, BHAWANIMANDI.**

Dear Sir,

Subject: Consolidated Scrutinizer's Report on postal ballot and remote E-voting conducted pursuant to the provision of section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rule, 2014 (as amended) in respect of passing of the resolutions contained in the notice date September 28, 2016 through postal ballot.

I, Rajendra Chouhan, proprietor, M/s. R. Chouhan & Associates, Practicing Company Secretary, Jaipur, being appointed as Scrutinizer by the board of directors of SUTLEJ TEXTILES AND INDUSTRIES LIMITED, pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rule, 2014 (as amended) to conduct the remote E-voting process and postal ballot in respect of the below mentioned resolution proposed through postal ballot.

In accordance with the notice of postal ballot dated September 28, 2016 dispatched to the shareholders by prescribed mode and the advertisement published pursuant to rule 22(3) of the Companies (Management and Administration) Rule, 2014 (as amended) published on October 18, 2016 the voting commenced on Tuesday, October 18, 2016 (9.00 a.m. IST) and ended on Wednesday, November 16, 2016 (5.00 p.m. IST) for physical ballots and as well as for e-voting.

The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes were unblocked on November 17, 2016 around 2.37 P.M. in the presence of two witnesses, viz., Mr. Harshit Chouhan and Mr. Lokesh Gandhi who are not in employment of the company.

Mr. Lokesh Gandhi

signature

Mr. Harshit Chouhan

signature

The shareholders of the company holding shares as on the cutoff date of September 30, 2016 were entitled to vote on the resolutions as contained in the notice of postal ballot.



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After the closure of the E-voting, the report on the said voting taken was generated in my presence and the voting was diligently scrutinized. The votes cast under remote E-voting facility were thereafter unblocked in the presence of the two witnesses, mentioned hereinabove.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the NSDL e-voting system.

With respect to physical ballot, the ballot papers received were reconciled with the records maintained by the company/ R&TA and the authorizations/ power of attorney etc., lodged with company. The voters were also scrutinized for the purpose of eliminating duplicates voting i.e. on e-voting as well as by physical ballot. Details of invalid ballots are mentioned below.

I now submit my consolidated report as under on the result of the e-voting and physical ballot papers in respect of the resolutions contained in the notice of postal ballot.

Resolution No. 1 – Special Resolution

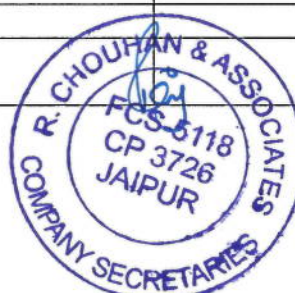
To mortgage, hypothecate otherwise charge, dispose off as may be necessary of all immovable and movable properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and to authorize the Board to perform all such acts, deeds, and things as may be necessary , desirable or expedient in connection therewith.

(i) Voted “in-favor” of the resolution

Particular	Numbers of Members exercised their votes	Numbers of Votes cast by them (shares)
Remote E-voting	40	12918030
Voting by Postal Ballot	78	129994
Total	118	13048024
Percentage of Valid votes “in favor” on votes cast		99.90%

(ii) Voted “against” of the resolution

Particular	Numbers of Members exercised their votes	Numbers of Votes cast by them (shares)
Remote E-voting	0	0
Voting by Postal Ballot	1	200
Total	1	200
Percentage of Valid votes “against” on votes cast		0.10%



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

R.CHOUHAN & ASSOCIATES
Practicing Company Secretaries

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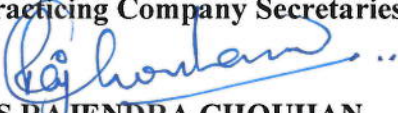
(iii) Invalid Votes

Particular	Numbers of Members exercised their votes	Numbers of Votes cast by them (shares)
Remote E-voting	0	0
Voting by Postal Ballot	4	1510
Total	4	1510

The details containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution along with the postal ballot the Register, all other papers and relevant records shall remain in our safe custody until the chairman considers, approves and signs the minutes and thereafter the same would be handed over to the company secretary of the company for the safe keeping.

Thanking You,

For R. Chouhan & Associates
Practicing Company Secretaries


CS RAJENDRA CHOUHAN
Proprietor
C.P. No. 3726
Date: 18.11.2016
Place: Mumbai



**CERTIFIED COPY OF THE SPECIAL RESOLUTION PASSED BY THE
SHAREHOLDERS OF SUTLEJ TEXTILES AND INDUSTRIES LIMITED THROUGH
THE POSTAL BALLOT HELD ON 18TH NOVEMBER 2016**

**To consider and if thought fit, to pass with or without modification, the following as a
Special Resolution:**

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the shareholders of the Company under section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, [and also under Section 293(1)(a) of the Companies Act,1956] and pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to the extent applicable in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging on such terms and conditions and at such time or times, and in such form and manner, as it may think fit, the whole or substantially the whole of the Company’s any one or more of the undertakings or all the undertakings, including the present, and/or future properties, whether moveables or immoveables in favour of the financial institutions/banks/any other investing agencies/trustees for the holders of the debentures/bonds/other instruments issued/to be issued and loans raised/to be raised by the Company from financial institutions/ banks/any other investing agencies or any other person(s)/ bodies corporate upon the terms and conditions as may be decided by the Board of Directors of the Company, to secure loans, debentures, bonds, working capital facilities, or other instruments, in any currency, in accordance with the relevant statutory provisions and guidelines issued in that behalf on private placement basis or otherwise, as the case may be, of an aggregate value not exceeding the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid financial institutions/banks/other parties or any of them under the respective agreements/documents entered into/to be entered into by the Company in respect of the said loans/debentures/ bonds or other instruments.



RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board of Directors and as may be agreed to by and between the concerned parties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise with the aforesaid parties or any of them and execute any and all agreements and documents, necessary for creating mortgages and/or charges as aforesaid and accepting or making any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company.”

//Certified True Copy//

For SUTLEJ TEXTILES AND INDUSTRIES LIMITED



D.R.PRABHU

**COMPANY SECRETARY AND COMPLIANCE OFFICER
MEMBERSHIP NO. F7455**



EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

Pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, “the sale, lease or otherwise disposal of the whole or the substantially the whole of the undertaking of the company” requires the approval of the members by way of a Special Resolution. The increasing business operations of the Company necessitate use of the borrowing limits by the Board of Directors to the extent of the approved borrowing limit, as passed by the shareholders from time to time. The Shareholders of the Company at their 11th Annual General Meeting approved the borrowing powers limit of the Board [u/s 180(1)(c) of the Companies Act, 2013] of Rs. 2500 crores. The Board is required to create charge on/mortgage the properties of the company to secure these borrowings. Creating charge/ mortgage on the property of the Company, is deemed to be covered by the provisions of Section 180(1)(a).

The Shareholders of the Company, through a Postal Ballot concluded on 17th October, 2014, had accorded their consent by a Special Resolution to the Board of Directors for creation of mortgages or charges in order to secure the borrowings of the Company under Section 180(1)(a) of the Companies Act, 2013, to the extent of the then extant borrowings of Rs. 1500 crores.

In view of the enhancement in the borrowing powers of the Board to the extent of Rs. 2500 crores at the 11th Annual General Meeting, your Directors recommend the aforesaid Resolution in Item No.1 of the accompanying Postal Ballot Notice for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice, except to the extent of their respective shareholding in the company.

The Explanatory Note and the proposed Resolution is being uploaded on the Company’s website for perusal by the shareholders.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.



A handwritten signature in blue ink is positioned above a circular blue stamp. The stamp contains the text "SUTLE TEXTILES AND INDUSTRIES LTD." around the perimeter, "Bhawanimandi (RAJ.)" in the center, and a small star symbol at the bottom.