

sutlej

textiles and industries limited

(CIN: L17124RJ2005PLC020927)

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

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

Email: stil.investor_grievance@sutlej-rtm.co.in website: www.sutlejttextiles.com

NOTICE is hereby given that the Eleventh Annual General Meeting of the Shareholders of Sutlej Textiles & Industries Limited, will be held on Saturday, 27th August, 2016, at 03.00 p.m. at the Registered Office of the Company at Pachpahar Road, Bhawanimandi 326502 (Rajasthan) to transact the following business:-

A. AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March, 2016, together with the Reports of the Auditors & Directors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri C.S.Nopany (DIN 00014587) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s.Singhi & Company, Chartered Accountants (Registration No. 302049E) offer themselves for re-appointment.
5. To appoint Branch Auditors to hold office from the conclusion of this Annual general Meeting till the conclusion of the next Annual General Meeting for auditing the Accounts of Chenab Textile Mills and Birla Textiles Mills (BTM) and to fix their remuneration. The retiring Branch Auditors M/s.S.R.Batlilboi & Company, LLP (Registration No. 301003E) offer themselves for re-appointment.

B. AS SPECIAL BUSINESS:

Item no. 6

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company’s units (a)Rajasthan Textile Mills, Bhawanimandi (Raj.); (b) Chenab Textile Mills, Kathua (J&K); (c) Damanganga Home Textiles, Bhilad, (Guj.) and (d) Birla Textile Mills, Baddi, (H.P.) for the financial year ending 31st March, 2017, 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 Unit/s as may be owned 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”.

Item no.7

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves and authorizes payment to all the Directors put together, commission upto 1% of the net profits of the Company, over and above the usual sitting fees during each of the five financial years commencing from 1st April, 2016 and that the said commission be divided amongst the Directors in such proportion and in such manner, as may be determined by the Board.

RESOLVED FURTHER THAT within the overall ceiling of 1% of the net profits, the Board of Directors be and is hereby empowered to fix in their discretion, the maximum amount of Commission payable to all Directors put together; or the discrete maximum amount qua each of them. “

Item no.8

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

“RESOLVED THAT in super session of the resolution passed at the Annual General Meeting of the company held on 23rd August, 2014 and pursuant to section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the company be and is hereby accorded to the Board of Directors to borrow and raise for and on behalf of the Company, from time to time, such sum or sums of money on such terms and conditions as the Board may deem fit for the purposes of the Company either in foreign currency and/or in rupee currency, as may be deemed necessary, from any one or more persons, firms, bodies corporate, bankers, financial institutions or from others, amounting to in the aggregate a sum not exceeding Rs.2,500 crore (Rupees Two Thousand Five Hundred Crore Only) notwithstanding that the monies to be borrowed together with the monies already borrowed

by the company (apart from temporary loan obtained from the company's bankers in the Ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the company and its free reserves, that is to say, the reserves not set apart for any specific purposes.

"RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

Item no. 9

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

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 Regulations entered into with the stock exchanges on which the Company's equity shares are listed (the "Listing Regulations"), the Memorandum of Association and Articles of Association of Sulej 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. 120 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 in 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 paid-up 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 non- convertible 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.

By Order of the Board
For Sulej Textiles And Industries Limited

D. R. Prabhu
Company Secretary and Compliance Officer
Membership No. F7455

Place: Mumbai
Date: 29.07.2016

NOTES FOR MEMBERS' ATTENTION

A member entitled to attend and vote AT THE MEETING is entitled to appoint a Proxy to attend and vote ON POLL ON HIS/HER BEHALF and the Proxy need not be a member of the Company.

1. Pursuant to Section 105 of Companies Act, 2013 a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person and such person cannot act as a proxy for any other person or shareholder.
2. In order to be effective, the instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, bodies corporate, societies etc. must be supported by appropriate resolution /authority, as applicable. Blank Proxy Form is attached.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. The Record date for the purpose of determining eligibility for payment of Dividend, if any, to be declared at the Annual General Meeting shall be Friday, July 15, 2016.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 21st August, 2016 to 27th August, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
7. Pursuant to provisions of Section 124(5) of the Companies Act, 2013 dividends which remained unclaimed / un-encashed for a period of 7 years are required to be transferred to the Investor Education and Protection Fund of the Central Government established under sub-section (1) of Section 125 of the Companies Act, 2013. Therefore, shareholders who have not encashed their dividend for the financial year 2008-09 to 2014-15 should lodge their request for the same to the RTA or the Company.
8. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares.
9. Dividend, if declared at the Meeting, will be paid on or before 25.09.2016 to those Members or their mandates:
 - a) Whose names appear as Beneficial Owners at the end of the business hours on Friday, July 15, 2016 in the list of Beneficial Owners to be furnished by Depositories (NSDL & CDSL) in respect of the shares held in electronic form; and
 - b) Whose names appear as Members on the Company's Register of Members on Friday, July 15, 2016 after giving effect to valid transfer requests, received on or before Friday, July 15, 2016.
10. Shareholders desirous of availing the facility of Electronic Credit of dividend are requested to fill up attached NECS form to this notice and return the same duly filled and signed alongwith a xerox copy of a leaf of their cheque book bearing bank account number, on or before 18th August 2016. The said details in respect of the shares held in electronic form should be sent to their respective **Depository Participant** (with a copy to the Company/RTA) for appropriate action before close of work on 18th August 2016. The said details in respect of the shares held in physical form should be sent to the Company/RTA for appropriate action before close of work on 18th August 2016.
11. The Company's Shares are listed on the following Stock Exchanges:
 1. Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001
 2. National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No.C/1, G-Block, Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051
12. Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Particulars of the Director being re-appointed / appointed, a brief resume, nature of his expertise in specific functional areas, names of Indian public limited companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are annexed hereto to this notice.
13. Electronic copy of the Notice of the 11th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) for communication purpose. Physical copies of the notice of the 11th Annual General Meeting of the Company has also been sent separately to all the Shareholders, inter-alia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd.**, Registrar and Transfer Agent (RTA) of the Company at their address at C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Subhash Nagar, Bhandup West, Mumbai, Maharashtra 400078, Email ID : mt.helpdesk@linkintime.co.in, Telephone

No. 022 - 2596 3838, for both physical and demat segment of Equity Shares. Please quote on all such correspondence - **“Unit - Sulej Textiles and Industries Limited”**.

15. Members are requested:
 - a. To bring their copies of Annual Report and Notice at the Meeting.
 - b. To submit their Attendance Slip, duly filled in, for attending the Meeting
 - c. To quote their folio number/DP ID and Client Id in all correspondence;
 - d. To Notify immediately for change of their address and bank particulars to the RTA in case the shares are held in physical form; And
 - e. In case the shares are held in dematerialized form, information should be passed on directly to their respective Depository Participant and not to the Company / RTA without any delay.
16. The route map for easy location of the venue of AGM is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2015-16 will be available on the website of the Company at www.sulejtextiles.com.
17. No Gifts in AGM
The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.
18. a) Registered Office:
Pachpahar Road, Bhawanimandi (Rajasthan)-326502
b) Mumbai Office:
E- wing, 601, 6th Floor , Lotus Corporate Park, 185/A, Graham Firth Steel Compound,
Off: Western Express Highway, Goregaon (East), Mumbai 400063.
19. The instructions and other information relating to voting through Electronic Means is given here as under:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on August 23, 2016 (9:00 am) and ends on August 26, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 20, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “sulejtextiles remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using “Forget User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of "Sutlej Textiles And Industries Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cschouhanr007@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below at the bottom of the Attendance Slip/Ballot Form for the Annual General Meeting:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 20, 2016.
- X. Any person, who acquires shares of the Company and becomes member of the Company after July 22, 2016 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. August 20, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in
- XI. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Rajendra Chouhan of R.Chouhan & Associates, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sutlejtextiles.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

By Order of the Board
For Sutlej Textiles And Industries Limited

D. R. Prabhu
Company Secretary and Compliance Officer
Membership No. F7455

Place: Mumbai
Date: 29.07.2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 6**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal and Associates, Cost Accountants, (Registration No. FRN-000024), as the Cost Auditor of the Company to conduct the audit of the cost records of the Company's unit (a) Rajasthan Textile Mills, Bhawanimandi (Raj.); (b) Chenab Textile Mills, Kathua (J&K) ;(c) Damanganga Home Textiles, Bhilad, (Guj.) and (d) Birla Textile Mills, Baddi, (H.P.) for the financial year 2016-17, at a fee of Rs.1,70,000/- subject to TDS, plus Service Tax etc., as applicable, apart from certifications and out of pocket expenses, as remuneration for cost audit services for the FY 2016-17. The appointment of M/s. K. G. Goyal & Associates as Cost Auditors shall also extend to all such applicable Unit/s as may be owned by the Company during the said financial year; 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.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No: 7

Under Section 197 of the Companies Act, 2013 (the Act), and Article 135 of the Articles of Association of the Company, the Company can make payment of Commission to Directors. Commission can be paid to the Directors with the approval of shareholders by way of a special resolution, which will remain in force for a period not exceeding five years and may be renewed from time to time. Shareholders had approved payment of commission to the Directors at the Annual General Meeting held on 06.08.2011 for a period of five financial year which ended on 31.03.2016. It is proposed that the Company may be authorized to pay commission to its Directors within the ceilings provided under Section 197 of the Companies Act, 2013, with power to the Board in determining the commission qua each payable director within the said ceiling. As the payment of commission shall be within the percentage prescribed in Section 197 of the Companies Act, 2013, approval of the Central Government is not required. All the Directors except Shri C.S.Nopany, Executive Chairman of the Company are interested in the Resolution to the extent of commission payable to them, Your Directors recommend the resolution for your approval.

Item No. 8

In view of the expanding activities of the company it is considered necessary to approach the members to revise the limit so as to authorize the Board to borrow upto Rs. 2500 Crore (Rupees Two thousand Five hundred Crore only) apart from the temporary loans obtained from the company's bankers in the ordinary course of business.

Pursuant to Section 180(1)(c) and (2) and other applicable provisions, if any, of The Companies Act, 2013, the Board cannot borrow (apart from temporary loans obtained from the company's bankers in the ordinary course of business) beyond the aggregate of the paid up capital of the company and its free reserves unless authorized by the members by way of a special resolution. At the annual general meeting of the company held on 23rd August, 2014, the members authorized the Board of Directors to borrow amount not exceeding Rs. 1500 crore (Rupees One Thousand Five Hundred Crores Only).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9

In order to meet the long-term fund requirements of the Company for expansion and/or modernization of existing business, capital expenditure, working capital requirements, repayment of debts/ indebtedness and for other general corporate objectives from time to time, and to augment the Company's capital base and financial position, the Board of Directors of your Company, at their meeting held on July 30, 2015 approved raising of financial resources through the issue of Securities in the Domestic/International markets for an amount not exceeding Rs. 125 Crore, or its equivalent in one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price or prices and at such time as may be considered appropriate by the Board, to the various categories of investors in the Domestic/International markets, as set out in the Resolution. Your Company has also obtained approval of Members of the Company at its 10th Annual General Meeting, held on August 31, 2015. However, as per the resolution, the said resolution remained valid only upto 12 months from the date of passing of the special resolution.*

In view of the above, the Board of Directors, at their meeting held on 29th July, 2016 have again recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Convertible

* Also as required under chapter VIII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009

Bonds / Debentures or any equity linked instrument/s ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through private placement and / or qualified institutional placement ("QIP") and / or any other permitted modes at a price to be determined as per the SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2015 or as per other applicable rules and regulations, upto an amount not exceeding 120 Crore (Rupees One Hundred Twenty Crore) in Indian Rupees and / or an equivalent amount in any foreign currency under section 62 read with section 179 of the Companies Act, 2013 or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013 and rules made there under, Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations and other applicable laws. The detailed terms and conditions of the issue as and when made, will be determined / finalized by the Board of Directors / Committee in consultation with the Legal Advisor, Merchant Banker, and other advisors in accordance with the applicable provisions of Law.

Pursuant to Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Act"), a company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the special resolution. If approved by shareholders, QIP issue shall be completed within 12 months from the date of passing of special resolution and in case of issue by way other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari passu with the existing equity shares of the Company.

In view of the above, it is proposed to seek approval from the Shareholders of the Company to offer, create, issue and allot above Securities, in one or more tranches, to Investors inter alia through QIP by way of private placement or otherwise and to authorise the Board of Directors (including any Committee thereof authorised for the purpose) to do all such acts, deeds and things in the matter. The Board may charge a premium, or offer a discount of not more than 5% on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

The resolutions contained in Item 9 of the accompanying Notice, accordingly, seek shareholders' approval through special resolution for raising funds as above through issue of Securities in one or more tranches and authorizing the Board of Directors (including any Committee thereof authorised for the purpose) of the Company to complete all the formalities in connection with the issue of Securities.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By Order of the Board
For Sutlej Textiles And Industries Limited

D. R. Prabhu
Company Secretary and Compliance Officer
Membership No. F7455

Place: Mumbai
Date: 29.07.2016