

STIL/

August 03, 2017

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
---	--

Dear Sirs,

Sub: Notice of 12th Annual General Meeting of the Company.

Further to our letter dated July 03, 2017, regarding the 12th Annual General Meeting of the Shareholders of Sutlej Textiles and Industries Ltd. ("**the Company**") to be held at the Registered Office of the Company at Pachpahar Road, Bhawanimandi - 326502, Rajasthan on Thursday, 31st August, 2017 at 3.00 p.m., please find enclosed a copy of the Notice convening the 12th Annual General Meeting of the Company (together with the Explanatory Statement under Section 102 of the Companies Act, 2013), for your information and record.

The Notice has been sent to all the persons who are entitled to receive the same.

Thanking You,

Yours faithfully,

For Sutlej Textiles and Industries Limited



(D R Prabhu)
Company Secretary & Compliance officer



Encl:a.a.

Sutlej

textiles and industries limited

(CIN : L17124RJ2005PLC020927)

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

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

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

Dear Members,

Invitation to attend the Annual General Meeting on 31st August, 2017

You are cordially invited to attend the Twelfth Annual General Meeting of the Company, to be held on Thursday, August 31, 2017 at 3:00 p.m. at the Registered Office at Pachpahar Road, Bhawanimandi-326 502 (Rajasthan).

The notice convening the Annual General Meeting is attached herewith.

Your Company will be providing return transport facility at 2.00 p.m. on August 31, 2017 from Bhawanimandi Railway Station (East), Pachpahar Road, Dist. Jhalawar (Rajasthan), to reach the meeting venue comfortably.

Those of who wish to avail of this facility are requested to get confirmation to this effect on the following numbers: (07433) 222082(Contact Person: Corporate Secretarial Team)

You may also send your request by email to hoffice@sutlej-rtm.co.in

Your requests must reach us latest by August 29, 2017.

Yours truly,

Bipeen Valame
Whole Time Director and CFO
Sutlej Textiles and Industries Limited

Place : Mumbai
Date : 18.05.2017

ROUTE MAP



Sutlej

textiles and industries limited

(CIN : L17124RJ2005PLC020927)

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

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

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

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the Shareholders of Sutlej Textiles & Industries Limited (the "**Company**"), will be held on Thursday, 31st August, 2017, at 03.00 p.m. at Pachpahar Road, Bhawanimandi 326 502 (Rajasthan) (the "**Registered Office**") of the Company 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, 2017, 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 auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of fifth consecutive Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Sections 139 and 142 of the Companies Act, 2013 (the "**Act**") read with the relevant provisions under the Companies (Audit and Auditors) Rules, 2014 (the "**Audit Rules**") and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the audit committee of the Company (the "**Audit Committee**") and the board of directors of the Company (the "**Board**"), M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 101248W/W-100022) (the "**Auditors**") be and are hereby appointed as the statutory auditors of the Company in place of the retiring statutory auditors M/s. Singhi & Co., Chartered Accountants (Firm Reg. No.:- 302049E) for a term of five years commencing from the Company's financial year 2017-18 to hold office from the conclusion of the 12th Annual General Meeting of the Company till the conclusion of the 17th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

"RESOLVED FURTHER THAT the Board including any of its duly constituted and authorised committee(s) thereof ("**Committee(s)**") or the company secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

B. AS SPECIAL BUSINESS:

Item no. 5

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 Act and the Audit Rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), the cost auditors appointed by the Board to conduct the audit of the cost records of the Company's units as follows: (a) Rajasthan Textile Mills, Bhawanimandi (Raj.); (b) Chenab Textile Mills, Kathua (J&K); (c) Birla Textile Mills, Baddi, (H.P.); (d) Damanganga Home Textiles, Bhilad, (Guj.) and (e) Damanganga Process, Bhilad, (Guj.) for the financial year ending 31st March, 2018, be paid the remuneration as set out in the explanatory statement annexed to the notice convening this Meeting.

RESOLVED FURTHER THAT the appointment of M/s. K. G. Goyal & Associates as cost auditors (the "**Cost Auditor**") 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 between the Company and the Cost Auditor, subject to the recommendation of the Audit Committee and endorsed/ratified by the resolution of the Members in this behalf.

RESOLVED FURTHER THAT the Board 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. 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 152 and other applicable provisions of the Act read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "**Appointment and Qualification Rules**"), including any statutory modification(s) or re-enactment(s)

thereof for the time being in force, Shri Sukhvir Singh (DIN 06645482), who was appointed as additional director w.e.f. 10th September, 2016 at the meeting of the Board held on 07th September, 2016 and who holds office under Section 161 of the Act upto the date of this Annual General Meeting and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, proposing his candidature for the office of a director, be and is hereby appointed as a director of the Company.

FURTHER RESOLVED THAT any one of a director or company secretary of the Company be and is hereby authorized to file necessary forms with registrar of companies (the **"ROC"**) in this regard."

Item no. 7

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Act read with the Appointment and Qualification Rules, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Bipeen Yashwant Valame (DIN 07702511), who was appointed as an additional director at the meeting of the Board held on 09th February, 2017 and who holds office under Section 161 of the Act upto the date of this Annual General Meeting and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as a director of the Company.

FURTHER RESOLVED THAT any one of a director or company secretary of the Company be and is hereby authorized to file necessary forms with the ROC in this regard."

Item no.8

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 of the Act read with Schedule V and other applicable provisions of the Act and read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the **"Managerial Personnel Rules"**), (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 Bipeen Yashwant Valame (DIN 07702511) as the whole-time director and chief financial officer of the Company for a period of 3 (three) years w.e.f 09.02.2017 at the remuneration and on the terms and conditions as are set out in the explanatory statement annexed to the notice convening this Meeting.

RESOLVED FURTHER THAT the Board 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 Bipeen Yashwant Valame which shall be in accordance with the prescribed provisions of the Act and the rules made thereunder (including any statutory

modifications(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay Shri Bipeen Yashwant Valame remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V and Section 197 of the Act as may be decided by the Board, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

Item No. 9:

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

"RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Article 12 of the articles of association of the Company (the **"AOA"**) and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such other conditions as may be agreed to by the Board and/or any of its Committee(s), consent of the Members be and is hereby accorded to sub-divide each equity share of the Company having face value of Rs. 10/- (Rupees Ten only) into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up and consequently, the authorized share capital of the Company of Rs. 50,00,00,000/- (Rupees Fifty Crores only) would comprise of 50,00,00,000 (Fifty Crores only) equity shares of Re. 1/- (Rupee One only) each with effect from the record date to be determined and fixed by the Board including a Committee of the Board (the **"Record Date"**) for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, each equity share of the face value of Rs. 10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 10 (Ten) equity shares of the face value of Re. 1/- (Rupee One only) each fully paid-up, with effect from the Record Date.

RESOLVED FURTHER THAT on sub-division, the 10 (Ten) equity shares of the face value of Re. 1/- (Rupee One only) each be issued in lieu of one equity share of Rs. 10/- (Rupees Ten only) each, subject to the terms of the memorandum of association of the Company (the **"MOA"**) and AOA and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of Rs. 10/- (Rupees Ten only) each of the Company and shall be entitled to dividend(s) to be declared after the sub-division of equity shares.

RESOLVED FURTHER THAT upon sub-division of equity shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/-

(Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new equity shares of Re. 1/- (Rupee One only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of the existing credits representing the equity shares before sub-division.

RESOLVED FURTHER THAT the Board (including a Committee thereof) be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its Committee(s) as it may deem appropriate in this regard."

Item No. 10

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

"RESOLVED THAT pursuant to the provisions contained in Section 13, 61 and other applicable provisions, of the Act (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the MOA be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

'V. The Authorized Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 50,00,00,000 equity shares of Rs.1/- each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may for the time being be provided by the regulations of the Company and permitted under the law '

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

Item No. 11

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules (the **"PAS Rules"**) and any other applicable rules made thereunder, including any statutory modification(s) or re-enactments thereof for the time being in force, the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, (**"Debt Listing Regulations"**) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or any other regulatory authority, whether in India or abroad, and in accordance with the MOA and the AOA of the Company and the listing agreements entered into with the stock exchanges (the **"Stock Exchanges"**) where the securities of the Company are listed and subject to such approvals, consents, permissions and sanctions as might be required from any regulatory authority and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board / any of its Committee(s) to exercise its powers including the powers conferred by this resolution may accept, the consent of the members be and is hereby accorded to the Board to make offer(s) or invitation(s) to subscribe the unsecured/secured redeemable non-convertible debentures in one or more series, denominated in Indian rupees or in any foreign currency including but not limited to subordinated debentures, bonds, and/or other debt securities, etc. (the **"NCDs"**), on a private placement basis to eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are members of the Company), in one or more tranches/series, in domestic and/or international market during the period of one year from the date of passing of this special resolution by the members for an amount upto Rs. 500 Crores (Rupees Five Hundred Crores only)/ or within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s), be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of the issue and allotment including the class of investors to whom the NCDs are to be issued, finalizing the form of the private placement offer letter in Form No. PAS-4 in terms of the PAS Rules / information memorandum with disclosures

under the Debt Listing Regulations / other documents, time, securities to be offered, the number of NCDs, tranches/series, fully paid/partly paid, issue price, tenor, interest rate, issuable/redeemable at premium/ discount/par, listing, utilization of the issue proceeds, appointment of lead managers, arrangers, debenture trustee, SEBI registered registrar and transfer agent, credit rating agencies, and other agencies, entering into arrangements for managing the issue, and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, including filing of forms with the ROC, as may be required in this regard and matters connected therewith or incidental thereto without being required to seek any further consent or approval of the Members or otherwise and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers in aforesaid matters to the officials of the Company, in accordance with the provisions of the Act and the rules thereunder and in such manner as the Board may in its absolute discretion deem fit.”

Item No. 12:

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 94 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 (**“Management Rules”**) (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded that the register of members together with the index of members and register of other security holders together with index of other security holders, if any, required to be maintained under Section 88 of the Act and copies of the annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, and other related books be shifted, kept and maintained at the office of Link Intime India Pvt Ltd having its [registered office] at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 (the **“Registrar and Share Transfer Agent”**) or such other place within Mumbai where the Registrar and Share Transfer Agent may shift its office from time to time or such other place as may be decided by the Board from time to time.

FURTHER RESOLVED THAT any director of the Company, chief financial officer and company secretary be and are hereby severally authorized to do all such acts and deeds as may be required to give effect to this resolution.”

**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: [18.05.2017]

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 HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. Pursuant to Section 105 of Companies Act, 2013 (the "**Act**") 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. The 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 Act, 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 July, 14, 2017.
6. The register of members and share transfer books of the Company will remain closed from 25th August, 2017 to 31st August, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
7. Pursuant to provisions of Section 124(5) of the Act, dividends which have remained unclaimed / un-encashed for a period of 7 (seven) 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 Act. Therefore, shareholders who have not encashed their dividend for the financial year 2009-10 to 2015-16 should lodge their request for the same to Link Intime India Pvt Ltd (the "**Registrar and Transfer Agent**") or the Company. The new Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 (the "**IEPF Rules**") mandate the companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of Investor Education and Protection Fund Authority of the Ministry of Corporate Affairs ("**IEPF Authority**"). In accordance with the aforesaid IEPF Rules, the Company has sent notices to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. Hence, the Company urges all the shareholders to en-cash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on the date of the last Annual General Meeting, i.e., 27th August, 2016 are available on the website of the Company www.sutlejtextiles.com.
8. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is mandatory to furnish a copy of PAN card to the Company or its Registrar and Transfer Agent 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 30.09.2017 to those members or their mandates:
 - a) Whose names appear as the beneficial owners at the end of the business hours on Friday, July 14, 2017 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 14, 2017 after giving effect to valid transfer requests, received on or before Friday, July 14, 2017.
10. Shareholders desirous of availing the facility of electronic credit of dividend are requested to fill up NECS form attached to this notice and return the same duly filled and signed alongwith a photo copy of a leaf of their cheque book bearing bank account number, on or before 22nd August 2017. 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/Registrar and Transfer Agent) for appropriate action before close of work on 22nd August 2017. The said details in respect of the shares held in physical form should be sent to the Company/Registrar and Transfer Agent for appropriate action before close of work on 22nd August 2017.
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, 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 or its duly constituted Committee(s), shareholding and relationships between directors inter-se, are annexed hereto to this notice.

13. Electronic copy of the Notice of the 12th 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 copy of the Notice inter-alia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
14. Members are requested to send all their documents and communications pertaining to shares to the Registrar and Transfer Agent of the Company at their address at C-101, 247 park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, rnt.helpdesk@linkintime.co.in, for both physical and demat segment of equity shares. Please quote on all such correspondence - **"Unit - Sutlej Textiles and Industries Limited"**.
15. Members are requested:
 - a. To bring their copies of annual report and Notice at the meeting if received physically.

- 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 change of their address and bank particulars to the Registrar and Transfer Agent (in case the shares are held in physical form); And 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 / Registrar and Transfer Agent, without any delay.
16. The route map for easy location of the venue of Annual General Meeting (AGM) is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2016-17 will be available on the website of the Company at www.sutlejtextiles.com
17. No Gifts in AGM
- The members may kindly note that no gifts, gift coupons or any benefit 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, 501/601, 5th & 6th Floor, Lotus Corporate Park, 185/A, Graham Firth Steel Compound, Off: Western Express Highway, Goregaon (East), Mumbai 400063.

VOTING THROUGH ELECTRONIC MEANS

19. The instructions and other information relating to voting through electronic means is given here as under:
 - 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 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
The remote e-voting period commences on August 27, 2017 (9:00 am) and ends on August 30, 2017 (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 24, 2017, 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.
- IV. 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 participant(s)] :
 - (i) Open email and open PDF file viz; "sutlejtextiles 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 AGM [for members whose email IDs are not registered with the Company/depository participant(s) or requesting physical copy] :
- (i) Initial password is provided as below at the bottom of the attendance slip/ballot form for the AGM:
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.
- V. 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.
- VI. 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.

- VII. 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).
- VIII. 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 24, 2017.
- IX. Any person, who acquires shares of the Company and becomes member of the Company after July 21, 2017 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. August 24, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. 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.
- XII. Mr. Rajendra Chouhan of R. Chouhan & Associates, Practicing Company Secretary has been appointed 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.
- XIII. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. 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 AGM, 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.
- XV. The results declared alongwith the report of the scrutinizer shall be placed on the website of the Company www.sutlejttextiles.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: [18.05.2017]

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

Item No. 4

In terms of the provision of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

Pursuant to the provisions of Section 139 of the Act read with applicable rules framed thereunder, M/s. Singhi & Company, Chartered Accountants, the present auditors of the Company complete their full term as auditors. Similarly, M/s. S.R. Batliboi & Co., LLP (ICAI Firm Registration Number: 301003E) have completed their term under provisions of Section 139 of the Act.

In view of the above, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 101248W/W-100022), are proposed to be appointed as sole auditors of the Company for a term of five years commencing from the Company's financial year 2017-18 to hold office from the conclusion of the 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting, subject to ratification of their appointment by the members at every intervening Annual General Meeting, on a remuneration plus applicable taxes, out-of-pocket expenses, etc., incurred in connection with the audit as may be decided by the Board of Directors of the Company (the "Board") in consultation with the auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board recommends the passing of the ordinary resolution for appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 101248W/W-100022), as statutory auditors, in place of the retiring auditors M/s. Singhi & Company, Chartered Accountants. A written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the directors / or the key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

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) Birla Textile Mills, Baddi, (H.P.); (d) Damanganga Home Textiles, Bhilad, (Guj.) and (e) Damanganga

Process, Bhilad, (Guj.) for the financial year 2017-18, at a fee of Rs.1,80,000/- subject to tax deductible at source (TDS), plus service tax / GST etc., as applicable, apart from certifications and out of pocket expenses, as remuneration for cost audit services for the FY 2017-18. 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the directors / key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

The Board at its meeting held on 07th September, 2016 had appointed Shri Sukhvir Singh (DIN No: 06645482) as an additional director of the Company w.e.f. 10th September, 2016 pursuant to applicable provisions of the Act. The term of his office extends upto the date of this AGM. Notices as per the provisions of Section 160 of the Act have been received in writing from members proposing the candidature of Shri Sukhvir Singh for the office of director of the Company.

No director and key managerial personnel or their relatives other than Shri Sukhvir Singh and his relatives, is concerned or interested in the resolution.

Disclosure under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") is set out in the annexure to this Explanatory Statement.

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

Item No. 7

The Board has appointed Shri Bipeen Yashwant Valame (DIN No. 07702511) as an additional director of the Company on 9th February, 2017 pursuant to applicable provisions of the Act. The term of his office extends upto the date of this AGM. Notices as per the provisions of Section 160 of the Act have been received in writing from members proposing the candidature of Shri Bipeen Yashwant Valame for the office of director of the Company.

No director and key managerial personnel or their relatives other than Shri Bipeen Yashwant Valame and his relatives, is concerned or interested in the resolution.

Disclosure under Regulation 27(2) of the LODR is set out in this annexure to the Explanatory Statement.

The Board recommends the ordinary resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8

The Board at its meeting held on February 09, 2017, has appointed Shri Bipeen Yashwant Valame (DIN No. 07702511) as whole-time director for a period of 3 (three) years with effect from 09.02.2017 till 08.02.2020, not liable to retire by rotation. The Board also approved terms and conditions of his appointment, including as to remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with Section 196, 197 and 203 and Schedule V of the Act, and other applicable provisions of the Act; read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (“**Managerial Personnel Rules**”) (including any statutory modifications(s) or re-enactment thereof), for the time being in force, and subject to the approval of the shareholders at the ensuing AGM.

Mr. Bipeen Valame, aged about 48 years, joined Sutlej Textiles and Industries Limited on 9th February, 2017. He was designated as chief financial officer (CFO) of the Company on 8th November, 2016. He is a member of the Institute of Chartered Accountants of India and has 22 years of working experience. The Nomination and Remuneration Committee and the Board, having regard to his qualification and experience, considered him to be a fit and proper person for the post of whole-time Director of the Company.

The terms and conditions, including remuneration of Shri Bipeen Valame are as detailed below:

Annexure

Basic Salary:

Salary - Rs.3,87,500/- per month.

In addition, he will also be entitled for fixed performance bonus at Rs. 10,00,000 (Rupees Ten Lakhs only) per year upto 30th September, 2017; and w.e.f. 1.10.2017 the same shall be varied and linked to his performance evaluation, so however that the said bonus shall not exceed the maximum amount of Rs.10.00 lakhs p.a.

The Annual increment shall be w.e.f. 1st April of each year (after initial period of one year) and any other enhancement to be decided by the Nomination and Remuneration Committee, based on merit and taking into account the Company's performance, within the limits contained in schedule V of the Companies Act, 2013 or any amendment /re-enactment thereof or otherwise as may be permissible at law.

In addition to the Basic Salary, the Company shall pay, contribute or provide the following benefits/facilities:

a) Contribution to Provident Fund

Contribution to Provident Fund shall be applicable and allowed to the whole time director subject to the

maximum of 12% of the prevailing annual Basic Salary. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these are not taxable under the Income Tax Act, 1961.

b) Gratuity

Upon eligibility, as per the Payment of Gratuity Act, 1972.

c) House Rent Allowance

House Rent Allowance of Rs.1,20,000/- p.m.

d) Medical Reimbursement

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

e) Leave

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

f) Leave Travel Assistance

For the whole time director and his family once in a year as per the rules of the Company subject to the maximum of 5% of the prevailing annual Basic Salary.

g) Encashment of leave

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

h) Personal Accident Insurance

The Company shall provide personal accident Insurance cover to the Whole Time Director provided that the premium payable by the Company in respect of such policy shall not exceed Rs.5,000/- per annum.

i) Car

The whole time director shall be eligible for reimbursement of expenses towards running and maintenance expenses of one car, and driver salary, subject to a ceiling of Rs.50,000/- p.m. OR he shall be eligible for a Company car with driver for his official use.

Explanation

The perquisites shall be subject to the ceiling prescribed under Schedule V of the Companies Act, 2013.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost to the Company.

For the purpose of perquisites stated hereinabove, 'family' means the spouse, dependent children and dependent parents of the appointee.

j) Telephone

The whole-time director shall be provided with a telephone at his residence and a mobile phone connection for transacting official business of the company and charges for personal long distance calls, if any, shall be chargeable to the whole time director.

k) Period of Appointment:

The term of appointment will be effective for a period of three years from the date of his appointment.

The perquisites shall be subject to the ceiling prescribed under Section 197 read with Schedule V of the Act.

l) Minimum remuneration

Shri Bipeen Valame shall be paid aforesaid remuneration and perquisites as minimum remuneration in the event of absence or inadequacy of profits in any financial year.

m) Retirement by rotation

Shri Bipeen Valame shall not be liable to retire by rotation as a Director subject to the provisions of Section 152 of the Act.

n) Other Terms and Conditions

The Board of the Company may alter the terms and conditions of the said appointment from time to time, at its discretion, so as not to exceed the limits specified in Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto.

Mr. Bipeen Valame shall not be paid any sitting fees (for attending the meetings of the Board of Directors or Committee thereof) or Commission u/s 197 (payable under article 182 only to directors not in the wholetime employment of the Company).

No director and key managerial personnel or their relatives other than Shri Bipeen Yashwant Valame and his relatives, is concerned or interested in the Resolution.

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

Item No. 9 & 10

The equity shares of the Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company, the Board at its meeting held on 18th May, 2017 have approved the sub-division of each equity share of face value of Rs. 10/- (Rupees Ten only) of the Company into 10 (Ten) equity shares of face value Re. 1/- (Rupee One only) each, subject to approval of members with effect from the record date to be determined and fixed by the Board (the **"Record Date"**) for this purpose. The Company is seeking approval of the members for sub-division of each of the existing equity shares of the Company. Accordingly, each issued equity share of nominal value Rs. 10/- (Rupees Ten only) of the Company existing on the Record Date shall stand sub-divided into 10 (Ten) equity shares of nominal value Re. 1/- (Rupee One only) each

The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Board of Directors or Committee thereof after the approval of the shareholders is obtained. At present, the Authorized Share Capital of the Company

is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten only) each. The Issued, Subscribed and Paid-up Share Capital of the Company is divided into 1,63,82,862 (One Crore Sixty Three Lacs Eighty two Thousand Eight Hundred Sixty Two only) equity shares of Rs. 10/- (Rupees Ten only) each amounting to Rs. 16,38,28,620/- (Rupees Sixteen crore Thirty Eight lacs Twenty Eight thousand Six hundred Twenty only). The proposed sub-division of equity shares of the Company from Rs. 10/- (Rupees Ten only) per equity share to Re. 1/- (Rupee One only) per equity share, requires amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No. 10, to reflect the alteration in the authorized share capital of the Company.

The resolution as set out in Item No. 10 of the notice for altering Clause V of the Memorandum of Association of the Company to reflect the corresponding changes in the capital clause of the Memorandum of Association of the Company (the **"MOA"**), consequent to the proposed Sub-Division of each existing Equity Share of Rs. 10/- (Rupees Ten only) into 10 (Ten) equity shares of Re. 1/- (Rupee One only) each.

Accordingly, the Board seeks approval of the members for resolutions at Item Nos. 9 and 10 for the proposed sub-division of each equity share of nominal value of Rs. 10/- (Rupees Ten only) of the Company into 10 (Ten) equity shares of Re. 1/- (Rupee One only) each and the consequent amendments to Clause V of the MOA.

The Board is of the opinion that the aforesaid sub-division of the nominal value of equity shares is in the best interest of the members and hence commends passing of the resolutions at Items Nos. 9 and 10.

A copy of the MOA along with the proposed amendments is available for inspection by the members at the Registered Office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the AGM.

The directors and key managerial personnel of the Company and their relatives are deemed to be concerned or interested in the resolutions at Item Nos. 9 and 10 only to the extent of shares held by them, if any, in the Company. The proposed resolutions do not relate to or affect any other Company.

The Board recommends the an Ordinary Resolution set out at Item No. 9 & 10 of the Notice for approval by the shareholders.

Item No. 11

In order to provide the necessary flexibility of structuring the borrowings of the Company in the optimal manner depending on the prevailing market conditions, it is proposed to borrow and raise by issue of unsecured/secured redeemable non-convertible debentures / bonds (**"NCDs"**) on private placement basis, as may be appropriate and as specified in the approvals, from both Indian and International markets.

The Board has, at their meeting held on 18th May, 2017, recommended to the shareholders to give their consent to the Board or any committee duly constituted to borrow and raise

funds by issue of NCDs on private placement basis, aggregating upto Rs. 500 crores (Rupees Five Hundred Crores) under sections 42 and 71 read with section 179 of the Act. Such issue shall be subject to overall borrowing limits of Rs. 2500 crores as approved by shareholders and will be issued in terms of the provisions of the Act, the Articles of Association of the Company (the "AOA"), applicable SEBI regulations and other applicable laws.

As per Section 71 of the Act a company may issue debentures w.r.t. Section 42 of the Act and Rule 14(2) (a) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 ("PAS Rules") states that a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company, by a Special Resolution, for each of the Offers or Invitations. Second Proviso to Rule 14(2)(a) states that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year. Pursuant to Section 71 and Section 42 (2) read with Rule 14 of the PAS Rules approval of the members is sought by way of special resolution to issue and allot redeemable, non-convertible debentures aggregating upto Rs. 500 Crores, in such tranches and as per the terms to be decided by the Board.

None of the directors, key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

Item No. 12

The Securities and Exchange Board of India (SEBI) had found some irregularities in the dealings of Sharepro Services (I) Pvt. Ltd. (Sharepro), Registrar and Transfer Agent. SEBI vide an ex parte ad interim order bearing number WTM/RKA/MIRSD2/41/2016 dated March 22, 2016 (the "SEBI Order") had directed the companies who were clients of Sharepro to conduct a thorough audit of the records and systems of Sharepro for the last 10 years with respect to dividends paid and transfer of securities to determine whether dividends have been paid to actual / beneficial holders and whether securities have been transferred as per the provisions of the law. Further, SEBI had also advised clients of Sharepro to carry out / switchover their activities related to a registrar to an issue and share transfer agent, either in-house or through another registrar to an issue or share transfer agent registered with SEBI.

In compliance with the aforesaid SEBI Order and pursuant to Regulation 30 of LODR read with Regulation 7 of the LODR,

the Board at their meeting held on 11th May, 2016 had approved the appointment of M/S. LINK INTIME INDIA PRIVATE LIMITED (the "Registrar and Transfer Agent" or "RTA") the contact details of which are provided hereunder, as new Registrar and Transfer Agent of the Company in place of the existing RTA, Sharepro with effect from 1st April, 2016.

Name of the RTA : Link Intime India Private Limited
Address of RTA : C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083
Telephone Number: 022 49186000
Fax Number : 022 49186060
Email ID : rnt.helpdesk@linkintime.co.in

As per the provisions of Section 94 of the Act read with the Companies (Management and Administration) Rules, 2014 ("Management Rules"), the Register of members and other security holders, if any together with the index of members and other security holders, if any, maintained under Section 88 of the Act and copies of the annual return filed under Section 92 has to be kept and maintained at the Registered Office of the Company, unless a Special Resolution is passed by the Shareholders of the Company for keeping such registers or copies of returns at a place in India other than Registered Office of the Company where one-tenth of the total number of members entered in the register of members reside.

Due to any change in RTA, your Company proposes to shift its register of members together with index of members and register of other security holders together with index of other security holders, if any, and copies of the annual returns prepared, together with the copies of certificates and documents required to be annexed thereto and other related books to the office of the RTA at C-101, 247 Park, L.B.S Marg, Vikhroli (West) Mumbai- 400083 or such other place within Mumbai where the Registrar and Transfer Agent may shift its office from time to time.

None of the other directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolution set out at Item No. 12 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: 18.05.2017

ANNEXURE

PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particulars	Shri C. S. Nopany	Shri Bipeen Valame	Shri Sukhvir Singh
DIN No.	00014587	07702511	06645482
Date of appointment	01/06/2006	09/02/2017	10/09/2016
Qualification	CA, Master Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA	Executive MBA (PGPMAX) - Indian School of Business, Hyderabad - 2013, Advanced Diploma in management Accounting-CIMA, UK (Dist. Learning) - 2002, Associate Chartered Accountant - Member of ICAI - 1993, Bachelor of Commerce - University of Mumbai -1989	Graduate
Expertise in specific functional areas	He is an eminent industrialist having industrial experience in diverse fields like sugar, tea, shipping, textiles, fertilizers and chemicals etc. He is past president of Indian Chamber of Commerce.	Senior Finance Executive (CA & MBA) with 22 years of hands on experience as CFO, VP (Operations), handling M&A, JV Alliances, General Management, Project Finance, VC, working with Board of Directors, Lenders and Attorneys.	Working with Avadh Sugar & Energy Limited Seohara, District Bijnor (U.P), as 'Executive President'
Directorships held in other public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Chambal Fertilisers & Chemicals Limited 2. SIL Investments Limited 3. New India Retailing & Investment Limited. 4. Yashovardhan Investment & Trading Company Limited. 5. Ronson Traders Limited. 6. Magadh Sugar & Energy Limited 7. Avadh Sugar & Energy Limited 8. Ganges Securities Limited 9. Palash Securities Limited 	Nil	Nil
Memberships/ Chairmanships of Committees of other Indian public companies	<p>Stakeholders Relationship Committee - Chairman :</p> <ol style="list-style-type: none"> 1. Ronson Traders Ltd. 2. SIL Investments Limited <p>Nomination & Remuneration Committee - Member</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited <p>Corporate Social Responsibility Committee -</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited - Member 2. Magadh Sugar & Energy Limited- Chairman 	Nil	Nil
Number of Shares held in the company	11,000 Shares	Nil	Nil

Sutlej

textiles and industries limited
(CIN : L17124RJ2005PLC020927)

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

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

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

May 18, 2017

Dear Shareholder,

Sub: Green Initiative in Corporate Governance.

As a responsible Corporate Citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA) vide its Circular Nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011.

The Green Initiative endeavors to reduce consumption of paper, in turn preventing deforestation and contributes towards a green and clean environment-a cause that we at Sutlej Textiles and Industries Ltd are committed to. This initiative is also aligned to our Mission Statement of demanding that everything we do leads to a clear, healthier, safer environment. In furtherance of these initiatives, the company invites its shareholders to participate in the Green Initiatives to affirm its commitment towards future generations.

Keeping in view the above, your company proposes to send documents like Notice convening Annual General Meeting, Audited Financial Statements, Directors' Report, and Auditors' Report etc in electronic form. For supporting this initiative:-

- 1) If you hold shares in electronic form, kindly intimate your email ID to your Depository Participant (DP). The same will be deemed to be your registered email address for serving notices/documents.
- 2) If you hold shares in physical form, kindly intimate your email ID to the Company's Registrar & Transfer Agent (RTA) at the following address:

M/s Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai- 400083
Email ID: rnt.helpdesk@linkintime.co.in
Telephone No. 022 - 4918 6000

- 3) You may also register your E-mail ID with us on our company's website www.sutlejtextiles.com., after quoting your Client ID and DP ID. However a request letter in confirmation should be sent to us duly signed by the first/sole holder as per the specimen signature recorded with the RTA and should mention your correct folio number.

If you do not register your email ID, a physical copy of the Annual Report and other communication/documents will be sent to you free of cost, as per the current practice. These documents will also be available on the Company's website www.sutlejtextiles.com.

It may be noted that you will be entitled to be furnished free of cost, with a copy Annual Report and all other documents required by law upon receipt of a requisition from you, any time, as a member of the Company.

We strongly urge you to support this 'Green Initiative' and opt for electronic mode of communication by advising your email ID to your DP/ M/s. Link Intime India Pvt.Ltd.

We solicit your support to join in this initiative in reducing the impact on the environment and receive all communications electronically.

Thanking You.

Yours truly,

For **Sutlej Textiles and Industries Ltd**

D.R.Prabhu

Company Secretary and Compliance Officer

Membership No. F7455

Sutlej

textiles and industries limited

(CIN : L17124RJ2005PLC020927)

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

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

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

Form No.MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L17124RJ2005PLC020927
Name of the Company :	SUTLEJ TEXTILES AND INDUSTRIES LIMITED
Registered Office :	Pachpahar Road, Bhawanimandi - 326502 (Rajasthan)
Name of the member (s) :	
Registered Address :	
E-mail ID :	
DP ID* :	
Client ID* :	
Folio No. :	

* Applicable for investors holding shares in electronic form.

I / We, being the member(s) of _____ shares of the above named company, hereby appoint as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twelfth Annual General Meeting of the Company, to be held on Thursday, August 31, 2017 at 3:00 p.m. at the Registered Office at Pachpahar Road, Bhawanimandi-326 502 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Name : Address :

E-mail ID : Signature : or failing him / her

2. Name : Address :

E-mail ID : Signature : or failing him / her

3. Name : Address :

E-mail ID : Signature :

** I/we direct my/our Proxy to vote on the Resolution in the manner as indicated below.

Sr. No	RESOLUTIONS	Vote	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements for the year ended March 31, 2017		
2.	Declaration of Dividend		
3.	Re-appointment of Shri C.S.Nopany as a Director, who retires by rotation.		
4.	Appointment of M/s. B S R & Co. LLP, as Statutory Auditors and fixing their remuneration.		
Special Business			
5.	Ratification of Remuneration paid to M/s. K.G.Goyal & Associates, Cost Auditor		
6.	Appointment of Shri Sukhvir Singh as Director.		
7.	Appointment of Shri Bipeen Valame as Director.		
8.	Appointment of Shri Bipeen Valame as Wholetime Director		
9.	To approve sub-division of equity shares of the Company.		
10	To Alter Clause V of the Memorandum of Association of the Company.		
11.	To raise funds through Private Placements(NCDs) under section 42 & 71 of Companies Act,2013		
12.	Maintenance of the Register of Members and Related Books at a place other than the Registered office of the Company.		

This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this _____ day of _____ 2017.

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____



Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

Sutlej

textiles and industries limited

(CIN : L17124RJ2005PLC020927)

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

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

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

NECS MANDATE FORM

1. Share holder's name (in Block letters) : _____
{First holder}
: _____
{Joint holder(s)}
2. Folio Number (for Physical shares) :

--	--	--	--	--	--	--
3. Client Id No. (for Dematerialised shares) : _____
- (i) -NSDL :

--	--	--	--	--	--	--
- (ii) -CDSL :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
4. Number of Shares : _____
5. Bank Name : _____
6. Branch Name & Address : _____

7. Status of the Investor
(Mark "✓" in the appropriate box) : Resident Non-Resident
8. Account Types
(Mark "✓" in the appropriate box) : Saving Current
9. Account Number : _____
10. Ledger Folio No. of the A/C
(If appearing on Cheque Book) : _____
11. Nine digit code number of the Bank
and Branch appearing on the Cheque :

--	--	--	--	--	--	--	--	--

I/We hereby declare that the particulars given above are correct and complete. If credit is not effected for reasons of incomplete or incorrect information, I/We would not hold the Company responsible.

Place:

Date:

Signature of the First holder

Name of the First holder

Note: In case, shares are held in electronic form, kindly submit ECS particulars to your Depository Participants(DPs)

Certificate of the Shareholder's Bank

Certified that the particulars of the Bank Account furnished above are correct as per our records.

Bank Stamp:

Signature of the authorized

Date:

Official of the Bank

Note: Please attach a Photocopy of Cheque issued by your Bank relating to your bank account for verifying the accuracy of the code number.

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.sutlejtextiles.com;

12th Annual General Meeting

ATTENDANCE SLIP

(Please bring this attendance slip to the meeting hall and hand it over at the entrance)
(Only Shareholders or Proxies will be allowed to attend the meeting)

Sr. No.:

Name and Address of the Shareholder :

Name(s) of the Joint Shareholder(s) if any :

Registered Folio No./ DP ID No. & Client ID :

Number of Shares held :

Name of the Proxy/Representative, if any :

I / We hereby record my / our presence at the Twelfth Annual General Meeting of the Company being held on Thursday, the 31st August, 2017 at 3.00 p.m. at the Registered Office of the Company at Pachpahar, Road, Bhawanimandi 326502, Rajasthan.

Signature of Shareholder(s) 1. _____

2. _____

Signature of Proxyholder _____

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

ELECTRONIC VOTING PARTICULARS

EVEN (e-voting event number)	User ID	Password / PIN

Note: Please read the instructions for voting through electronic means printed under the Note No. 19 to the Notice of the Twelfth Annual General Meeting dated 18th May, 2017. The voting period starts from 09.00 a.m. on August 27, 2017 and ends at 05.00 p.m. on August 30, 2017.