

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@sutlejtextiles.com website: www.sutlejtextiles.com

Dear Members,

Invitation to attend the Annual General Meeting on 31st August, 2018

You are cordially invited to attend the Thirteenth Annual General Meeting of the Company, to be held on Friday, 31st August, 2018 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 31st August, 2018 from Bhawanimandi Railway Station (East), Pachpahar Road, Dist. Jhalawar (Rajasthan), to reach the meeting venue comfortably.

Those of you 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@sutlejtextiles.com. Your requests must reach us latest by 29th August, 2018.

Yours truly,

Bipeen Valame

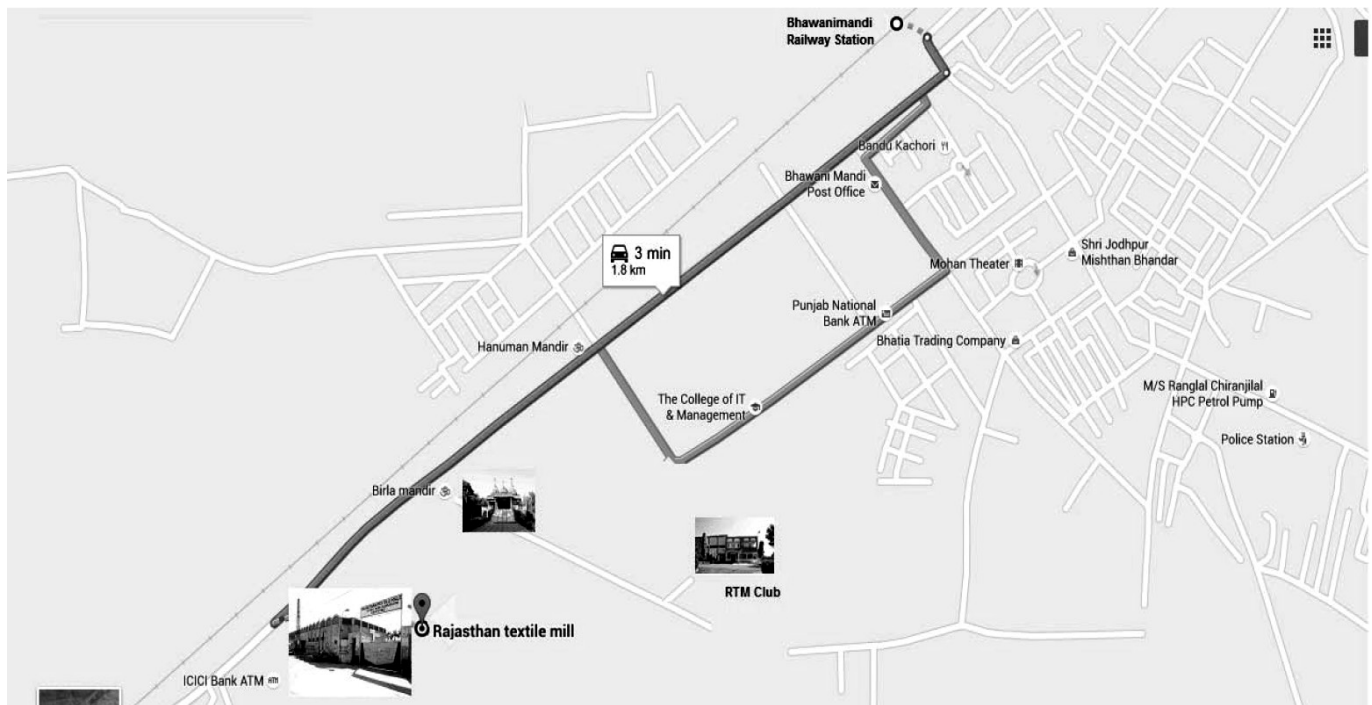
Whole Time Director and CFO

Sutlej Textiles And Industries Limited

Place : Mumbai

Date : 01st August, 2018

ROUTE MAP



SUTLEJ TEXTILES AND INDUSTRIES LIMITED

(CIN: L17124RJ2005PLC020927)

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

Email: stil.investor_grievance@sutlejtextiles.com website: www.sutlejtextiles.com

NOTICE is hereby given that the Thirteenth Annual General Meeting of the shareholders of Sutlej Textiles and Industries Limited, will be held on Friday, 31st August, 2018, at 3.00 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 standalone Audited Financial Statements of the Company as at 31st March, 2018, together with the Reports of the Auditors and Directors thereon.
2. To receive, consider and adopt the consolidated Audited Financial Statements of the Company as at 31st March, 2018, together with the Reports of the Auditors thereon.
3. To declare Dividend, if any.
4. To appoint a Director in place of Mr. Bipeen Valame (DIN 07702511) who retires by rotation and being eligible, offers himself for re-appointment.

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 Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, M/s K. G. Goyal & Associates who have been appointed as the Cost Auditors of the Company and its units, 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 the approved resolution of the Board 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 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Rohit Dhoot (DIN 00016856), who was appointed as an Additional Director w.e.f. 25th October, 2017 at the meeting of the Board of Directors and who holds office under Section 161(1) 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, liable to retire by rotation.

RESOLVED FURTHER THAT any one Director / Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give 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 Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. C. S. Nopany (DIN No.00014587) as “Executive Chairman” of the Company for a period of 3 (three) years with effect from 1st July, 2018 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of the Company be and is 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 Mr. C. S. Nopany which shall be in accordance with the provisions of the Act

and the prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. C. S. Nopany remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

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

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 pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the Articles of Association of the Company, be and is hereby altered in the following manner:

a) Existing Article 153 be and is hereby substituted with the following new Article:

153. “Subject to provisions of the Act, the Directors to retire at such Annual General Meeting shall be Directors other than Independent Directors or Directors who by virtue of the provisions of any agreement with Central or any State Government or credit institutions are not liable to retire and who shall have been longest in office since their last election but as between persons who became Directors on the same day, those who are to retire, shall, in default of and subject to any agreement among themselves, be determined by lot.”

b) Existing Article 181 be and is hereby substituted with the following new Article:

181. “The Company may appoint Managing or Whole time Director / Directors or Manager to manage its affairs for such period and on such remuneration and upon such terms and conditions and in the manner required by the Act as may be sanctioned by the Company or as approved by the Central Government wherever necessary.”

RESOLVED FURTHER THAT any one Director / Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item no. 9

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

“RESOLVED THAT in accordance with the provisions of Sections 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, permissions and sanctions, consents and / or permissions required under the Foreign Exchange Management Act, 1999, the Securities and Exchange Board of India (“SEBI”) regulations including 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 applicable law or regulations of such other appropriate authorities, institutions or bodies, as the case may be, and subject also to such terms, conditions and modifications as may be prescribed or imposed while granting such approvals, sanctions, permissions and 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 which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches and in consultation with the Lead Managers and/or Underwriters and/or other Advisors, Convertible Bonds, Fully Convertible Debentures (FCDs), Partly Convertible Debentures (PCDs), Optionally Convertible Debentures (OCDs) and/or Securities convertible into Equity Shares at the option of the Company or the holders thereof and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares and/or Bonds or Foreign Currency Convertible Bonds or Securities through Global Depository Receipts, American Depository Receipts and/or Non-Convertible Debentures (hereinafter collectively referred to as “the Securities”) to such Indian or Foreign Institutional Investors / Foreign Mutual Funds / Overseas Corporate Bodies/ Foreigners / other Foreign parties / Indian Financial Institutions / Alternative Investment Funds / Qualified Institutional Buyers / Companies / individuals / other persons or investors, whether or not they are members of the Company and / or by any one or more or a combination of the above modes / methods or otherwise by offering the Securities in the international market comprising one or more countries or domestic market or in any other approved manner through Prospectus and / or Offering Letter or Circular and / or on private placement basis as may be deemed appropriate by the Board, such offer, issue and allotment to be

made at such time or times at such issue price, face value, premium amount on issue / conversion of securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listing on one or more stock exchange in India and/or abroad and in such manner and on such terms and conditions as the Board may think fit, for an aggregate amount (inclusive of such premium as may be fixed on the Securities) not exceeding ₹ 500 crore (Rupees Five Hundred crore only), with power to the Board to settle details as to the form and terms of issue of the Securities, and all other terms, conditions and matters connected therewith or difficulties arising therefrom.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the provisions of the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the provisions of Foreign Exchange Management Act, 1999 and Regulations thereunder, the Board of Directors may at their absolute discretion create, issue, offer and allot equity shares or non-convertible debt instruments along with warrants and convertible securities other than warrants ("Eligible Securities") up to an amount of ₹ 500 crore (Rupees Five Hundred crore only) inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations) pursuant to a qualified institutional placements ("QIP"), as provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of QIP Issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be –

- i) In case of allotment of Equity Shares, the date of meeting in which the Board decides to open the proposed issue.
- ii) In case of allotment of convertible Eligible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depository Receipts ("ADRs"), Global Depository Receipts ("GDRs"), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended and Companies (Issue of Global Depository Receipts) Rules, 2014 and other applicable regulations, the relevant date for the purpose of pricing the Equity Shares 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 after the date 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 authorized 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 ADR, GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue and allot such number of additional equity shares as may be required in pursuance of the above issue and that the additional equity shares so allotted shall rank in all respects pari passu with the existing equity shares of the Company save that such additional equity shares shall carry the right to receive dividend as may be provided under the terms of the issue / offer and / or in the offer documents.

RESOLVED FURTHER THAT the Company may apply for listing of the new Equity Shares that may be issued with the BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or a Committee thereof, be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities / parties involved in such issues in India and / or abroad and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable including, if necessary, for creation of such mortgage and / or charges on all or any of the Company's immovable and / or movable assets, both present and future in respect of the Securities on the whole or in part of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 and to execute such documents or writing as maybe considered necessary or proper and incidental to this resolution and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities as it may deem fit without being required to seek any further consent or approval of the 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 including for issue of any related securities as a condition of the issue of the said Securities as also for securing the said Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Board be and is hereby authorised to do all such acts and deeds, execute such documents, appoint such intermediaries, bankers, consultants in order to give effect to the aforesaid resolutions and is also empowered to delegate all or any of the powers herein conferred to any Committee of Directors and/or any Whole-time Director and/or any Officer(s) of the Company."

Item no. 10

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

"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as

amended from time to time, and subject to the approval of the Registrar of Companies (ROC) and / or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clause 10 in the Main Objects Clause:

11. "To carry on the business of and as producers, manufacturers, buyers, sellers, suppliers, distributors, managers, agents of and dealers in all kinds, types and forms of solar energy, renewable energy for electricity generation and generally to harness, procure, generate, accumulate, store, stock, supply and distribute, electrical energy, electricity and power for the purpose of industrial and domestic consumption, own use or for sale to Government of India, any State Government, State Electricity Boards, intermediaries in power transmission or distribution, Municipal or Local Authority or other statutory bodies or to other type of users or consumers of energy on commercial basis and for all purposes for which electrical energy, electricity, power and such sources of energy can be employed or utilized."

RESOLVED FURTHER THAT any one Director of the Company, Chief Financial Officer, Chief Executive Officer and / or the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause 11 of the Memorandum of Association of the Company, as may be required by the ROC and / or any statutory / regulatory authority."

By Order of the Board
For Sutej Textiles And Industries Limited

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

Place: Mumbai
Date: 01st August, 2018

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. 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. Pursuant to Section 170 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 25th August, 2018 to 31st August, 2018 (both days inclusive) for the purpose of the Annual General Meeting and dividend.
6. The Final Dividend for the financial year ended 31st March, 2018, as recommended by the Board, if approved at the AGM, will be paid on or after 05th September, 2018 to those members whose name appears in the Register of Members of the Company as on the book closure dates.
7. Pursuant to provisions of Section 124(5) of the Companies Act, 2013, dividends which remains unclaimed / unencashed for a period of 7 years is 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 2010-11 to 2016-17 should lodge their request for the same with the RTA or the Company. The new 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 IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all the shareholders whose shares were due to be transferred to the IEPF Authority and after publishing newspaper advertisement, have transferred the shares pertaining to those shareholders who had not encashed their dividends for 7 consecutive year to the IEPF Authority. The list of the shareholders whose share have been transferred to the IEPF Authority is available on the website of the Company at www.sutlejtextiles.com. **Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 31st August, 2017 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 RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
9. 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 photocopy of a leaf of their cheque book bearing bank account number, on or before 22nd August 2018. 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 22nd August 2018. 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 22nd August 2018.
10. The Company's Shares are listed on the following Stock Exchanges:
 1. BSE 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.
11. Particulars pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Directors being appointed / re-appointed are annexed hereto to this notice.

12. Members of the Company had approved the appointment of M/s. BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors at the Twelfth AGM of the Company which is valid till Seventeenth AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
13. Electronic copy of the Notice of the 13th Annual General Meeting (AGM) 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) and physical copy is 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 **Link Intime India Pvt. Ltd.**, Registrar and Transfer Agent (RTA) of the Company at their address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, 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 and those who have received the Annual Report and Notice in electronic mode may request the same at the Registration Counter at the AGM.
 - 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 RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the 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 2017-18 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. **Registered Office:**
Pachpahar Road, Bhawanimandi (Rajasthan) – 326502.

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 hereunder:

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 and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members with the 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. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("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 AGM and members attending the meeting and 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.
- IV. The remote e-voting period commences on 27th August, 2018 (9:00 am) and ends on 30th August, 2018 (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 24th August, 2018, 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:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschouhanr007@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
 4. 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).
- VI. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of 24th August, 2018.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after 20th July, 2018 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 24th August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in
- VIII. 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.
- IX. Mr. Rajendra Chouhan of M/s. 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.
- X. 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 the 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.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, 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.
- XII. 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

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

Place: Mumbai
Date: 01st August, 2018

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

The following statement sets out all material facts relating to Item Nos. 5 to 10 mentioned in the accompanying Notice.

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 2018-19, at a fee of ₹ 1,80,000/- subject to tax deductible at source (TDS), plus Goods and Services Tax etc., as applicable, apart from certifications and other out of pocket expenses, as remuneration for cost audit services for the financial year 2018-19.

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, 2019.

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

Mr. Rohit Dhoot was appointed as an Additional Director at the Board meeting held on 25th October, 2017. The term of his office extends upto the date of this Annual General Meeting (AGM). Notice as per the provisions of Section 160 of the Companies Act, 2013 have been received in writing from members proposing the candidature of Mr. Rohit Dhoot for the office of Director of the Company.

Mr. Rohit Dhoot, is a member of The Institute of Chartered Accountants of India (ICAI). He is having an experience of more than 20 years in various industries. He is the Managing Director of Dhoot Industrial Finance Limited.

Having regard to his background and wide experience, the appointment of Mr. Rohit Dhoot will be in the best interest of the Company.

In the opinion of the Board, Mr. Rohit Dhoot fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as a Director of the Company. A copy of the draft letter for appointment of Mr. Rohit Dhoot as a Director would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution for appointment of Mr. Rohit Dhoot as a Director, for the approval by the shareholders of the Company.

Save and except Mr. Rohit Dhoot none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

Item no. 7

The members of the Company upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors had appointed Mr. C. S. Nopany as the Executive Chairman of the Company for a period of 3 (three) years from 1st July, 2015 to 30th June, 2018.

Your Company has consolidated its position in the yarn market and also expanded its operations under the able Chairmanship of Mr. C. S. Nopany.

The Board at its meeting held on 11th May, 2018 upon the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. C. S. Nopany as the Executive Chairman of the Company for a period of 3 (three) years with effect

from 1st July, 2018 to 30th June, 2021 subject to the approval of the members of the Company on the following terms and conditions:

| | | |
|-------|---|--|
| i) | Salary | ₹ 25,00,000/- (Rupees Twenty Five Lakhs only) per month. |
| ii) | Commission | The Executive Chairman shall be also entitled to a variable commission related to the net profit of the Company, subject to the condition that the aggregate of the salary, perquisites, and commission shall be as permitted under Section 197 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof). |
| iii) | House | The Company shall provide free furnished accommodation and also pay all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof. |
| iv) | Medical Reimbursements | Reimbursement of expenses incurred by the Executive Chairman for self and his family, subject to a ceiling of one months' salary in a year or three months' salary over a period of three years. |
| v) | Leave | Leave with full pay including encashment of un-availed earned leave at the end of the tenure of the Executive Chairman as per the rules of the Company. |
| vi) | Leave Travel Concession | For the Executive Chairman and his family once in a year in accordance with the rules of the Company. |
| vii) | Entertainment, Traveling and Other Expenses | Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company. |
| viii) | Club Fees | Subject to a maximum of two clubs. |
| ix) | Car & Telephone | The Company shall provide a car with driver and telephone at the residence of the Executive Chairman. Provision of car for use on the Company's business and telephone will not be considered as perquisites. Personal long distance calls and use of car for private purposes shall, however, be paid for by the Executive Chairman. |
| x) | Minimum Remuneration | In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate the Executive Chairman by way of salary, perquisites or allowances as specified above, subject to the applicable limit as stipulated in Schedule V of the Companies Act, 2013. |
| xi) | Retirement by Rotation | Mr. C. S. Nopany shall be liable to retire by rotation as a Director, subject to the provisions of Section 152 of the Companies Act, 2013. |
| xii) | Period of Appointment | The term of appointment will be effective for a period of three years from the date of his appointment. |
| xiii) | Other Terms and Conditions | 1) Subject to provisions of Section 197 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) the Board of Directors of the Company may alter/vary the terms and conditions of the said appointment from time to time, at its discretion. Such alteration or variation, in terms however, shall not exceed the limits specified in Schedule V of the Companies Act, 2013. 2) Mr. C. S. Nopany shall be paid sitting fees and applicable allowances for attending the meetings of the Board of Directors or any Committee thereof. |

Mr. C. S. Nopany, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be appointed as Wholetime Director (designated as "Executive Chairman") of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Disclosure under Regulation 36 (3) of the Listing Regulations, 2015 with the Stock Exchanges is set out in the Annexure to the Explanatory Statement.

In the opinion of the Board of Directors, the appointment of Mr. C. S. Nopany as Executive Chairman is in the best interest of the Company and accordingly, your Directors recommend the special resolution set out in item no. 7 for approval of the members.

Save and except Mr. C. S. Nopany none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

Item no. 8

The Articles of Association of the Company currently provides that Directors other than Managing Director / Wholetime Directors / Independent Directors or Directors who by virtue of the provisions of any agreement with Central or any State Government or credit institutions shall be liable to retire by rotation.

It is proposed to amend Article 153 and Article 181 of the Articles of Association to provide that only Independent Directors or Directors who by virtue of the provisions of any agreement with Central or any State Government or credit institutions shall not be liable to retire by rotation.

In view of the said amendment, Managing Director / Wholetime Directors of the Company shall be liable to retire by rotation unless the terms of their appointment specify otherwise.

A copy of the Articles of Association of the Company together with the proposed alterations is available for inspection by the Members at the Company's Registered office during normal business hours on all working days upto the date of the meeting.

In terms of Section 14 of the Companies Act, 2013, any amendment / alteration to the Articles of Association of the Company requires approval of the members by way of a special resolution. The Board recommends the special resolution set out at item no. 8 of the Notice for approval by the members.

None of the directors / key managerial personnel of the Company or their relatives except Mr. C. S. Nopany and Mr. Bipeen Valame are in any way, concerned or interested, in the proposed resolution.

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 11th May, 2018 have approved raising of financial resources through the issue of Securities in the domestic / international markets for an amount not exceeding Rs. 500 crore, or its equivalent in one or more currencies, in one or more tranche, 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.

In view of the above, the Board of Directors recommend to the shareholders to give their consent through a special resolution to the Board of Directors or any Committee of the Board to raise funds through one or more modes as specified in the resolution set out in the Notice.

Such issue shall be subject to the provisions of the Companies Act, 2013 and rules made thereunder, Articles of Association of the Company, SEBI (Issue of Capital & Disclosure Requirement) Regulations and other applicable laws.

The detailed terms and conditions for the issue / offering will be determined in consultation with the lead managers, consultants, advisors and / or such other intermediaries as may be appointed for the issue / offer. Wherever necessary and applicable, the pricing of the issue / offer will be finalised in accordance with applicable guidelines in force, of the Government of India, Securities and Exchange Board of India, Reserve Bank of India and other appropriate authorities.

The resolution contained at item no. 9 of the accompanying Notice, accordingly, seeks members approval through a special resolution for raising funds through issue of Securities in one or more tranche 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 in the resolution set out of the Notice.

The Board recommends the special resolution set out in the Notice for approval by the members.

Item no.10

The Company is in the business of textile manufacturing and its principal business is manufacturing and trading of value added synthetic, natural and blended yarns, spun yarns, processing of fabrics, home textile furnishing, etc. The Company now proposes to undertake the activity of setting up a renewal energy production project.

With an increase in the cost of electricity, it was felt prudent to look at options of setting up Company's own power generation capacity. Excess power after captive use can be transferred to the state / central grid. This will result in uninterrupted power supply at reasonable rates.

To enable the Company to set up renewal power projects, it is proposed to amend the Main Objects under the Objects

Clause of the Memorandum of Association (MoA) of the Company, by the insertion of sub-clause 11 after the existing sub-clause 10 in the Main Objects clause of the MoA as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members at the Company's Registered Office during normal business hours on all working days upto the date of the meeting.

The Board of Directors commend the passing of the Resolution at Item No. 10 of the accompanying Notice for the approval of the members of the Company.

None of the Directors or Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

By Order of the Board
For Sutlej Textiles And Industries Limited

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

Place: Mumbai
Date: 01st August, 2018

ANNEXURE

PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

| | |
|---|---|
| Particulars | Mr. C. S. Nopany |
| DIN No. | 00014587 |
| Designation | Executive Chairman |
| Age | 52 years |
| Date of appointment | 01.06.2006 |
| Qualification | C.A., Masters Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA. |
| Expertise in specific functional areas | Mr. C. S. Nopany is an eminent industrialist having industrial experience in diverse fields like sugar, tea, shipping, textiles, fertilizers, chemicals, etc. He was the past president of Indian Chamber of Commerce. |
| Directorships held in other public companies (excluding foreign companies) | <ol style="list-style-type: none"> 1. Chambal Fertilizers & 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 |
| Memberships/ Chairmanships of Committees of other Indian public companies | <p>Stakeholders Relationship Committee :</p> <ol style="list-style-type: none"> 1. Ronson Traders Limited- Chairman 2. SIL Investments Limited- Chairman <p>Nomination & Remuneration Committee :</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited- Member <p>Corporate Social Responsibility Committee:</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited - Chairman 2. Magadh Sugar & Energy Limited- Chairman 3. SIL Investments Limited- Chairman |
| Number of Shares held in the Company | 1,10,000 shares |
| Inter-se relationships between Directors | Mr. C. S. Nopany is not related to any other Director. |
| No. of Board Meetings attended during the financial year 2017-18 | 5 |
| Details of remuneration last drawn (Rs.) | 7,20,00,000 |
| Terms and Conditions of appointment / re-appointment | Mr. C. S. Nopany is proposed to be re-appointed as Executive Chairman on the terms and conditions contained in the explanatory statement to the notice and is liable to retire by rotation. |

| | |
|---|--|
| Particulars | Mr. Rohit Dhoot |
| DIN No. | 00016856 |
| Designation | Director |
| Age | 49 years |
| Date of appointment | 25.10.2017 |
| Qualification | C.A. |
| Expertise in specific functional areas | Mr. Dhoot is the Managing Director of Dhoot Industrial Finance Limited since 1994. He has expertise in finance, banking, mergers & acquisition, strategic planning, restructuring operations, export marketing, foreign collaborations, etc. |
| Directorships held in other public companies (excluding foreign companies) | <ol style="list-style-type: none"> 1. Dhoot Industrial Finance Limited 2. Aakarshak Synthetics Limited 3. Young Buzz India Limited 4. Hindustan Oil Exploration Company Limited |
| Memberships/ Chairmanships of Committees of other Indian public companies | Audit Committee: <ol style="list-style-type: none"> 1. Dhoot Industrial Finance Limited- Member 2. Hindustan Oil Exploration Company Limited - Member |
| Number of Shares held in the Company | Nil |
| Inter-se relationships between Directors | Mr. Rohit Dhoot is not related to any other Director. |
| No. of Board Meetings attended during the financial year 2017-18 | 3 |
| Details of remuneration last drawn (Rs.) | 3,73,151 |
| Terms and Conditions of appointment / re-appointment | Mr. Rohit Dhoot is proposed to be appointed as a Director of the Company and is liable to retire by rotation. |

| | |
|---|---|
| Particulars | Mr. Bipeen Valame |
| DIN No. | 07702511 |
| Designation | Whole-time Director |
| Age | 49 years |
| Date of appointment | 09/02/2017 |
| Qualification | 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 |
| Expertise in specific functional areas | 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. |
| Directorships held in other public companies (excluding foreign companies) | Nil |
| Memberships/ Chairmanships of Committees of other Indian public companies | - |
| Number of Shares held in the company | - |
| Inter-se relationships between Directors | Mr. Bipeen Valame is not related to any other Director. |
| No. of Board Meetings attended during the financial year 2017-18 | 6 |
| Details of remuneration last drawn (Rs.) | 98,69,782 |
| Terms and Conditions of appointment / re-appointment | Mr. Bipeen Valame is proposed to be re-appointed as a Director of the Company and is liable to retire by rotation. |

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@sutlejtextiles.com website: www.sutlejtextiles.com

01st August, 2018

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).

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 / 270

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.

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

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@sutlejtextiles.com website: www.sutlejtextiles.com

PROXY FORM

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

Form No.MGT-11

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 Thirteenth Annual General Meeting of the Company, to be held on Friday, 31st August, 2018 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 Standalone Audited Financial Statements for the year ended 31 st March, 2018. | | |
| 2. | Adoption of Consolidated Audited Financial Statements for the year ended 31 st March, 2018. | | |
| 3. | Declaration of Dividend. | | |

| | | | |
|-------------------------|---|--|--|
| 4. | Re-appointment of Mr. Bipeen Valame as a Director, who retires by rotation. | | |
| Special Business | | | |
| 5. | Ratification of Remuneration paid to M/s. K. G. Goyal & Associates, Cost Auditor. | | |
| 6. | Appointment of Mr. Rohit Dhoot as a Director of the Company. | | |
| 7. | Re-appointment of Mr. C. S. Nopany as "Executive Chairman" of the Company. | | |
| 8. | Alteration of Articles of Association of the Company. | | |
| 9. | To raise financial resource through issue of securities for long term requirement of the Company. | | |
| 10. | Alteration of Memorandum of Association 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 _____ 2018.

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____



Notes:

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.