

# 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

**NOTICE** is hereby given that the Sixteenth Annual General Meeting of the Members of Sutlej Textiles and Industries Limited, will be held on Tuesday, 31<sup>st</sup> August, 2021 at 3.00 p.m. through Video Conference (VC) or any Other Audio Visual Means (OAVM) 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 31<sup>st</sup> March, 2021, 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 31<sup>st</sup> March, 2021, together with the Reports of the Auditors thereon.
3. To declare Dividend, if any.
4. To appoint a Director in place of Mr. Ashok Mittal (DIN: 00016275) 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 (the Act) 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 financial year 2021 - 22; 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 approved resolution of the Board in this behalf.

**RESOLVED FURTHER THAT** the Board and / or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters 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 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: 00014587) as Wholetime Director designated as "Executive Chairman" of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> July, 2021 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 authorised 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, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of appointment, as may be agreed to between the Board and Mr. C. S. Nopany which shall be in accordance with the provisions of Schedule V and other applicable provisions of the Act and prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force, subject to necessary sanctions and approvals, if any.

**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.”

By order of the Board  
**For Sutlej Textiles and Industries Limited**

Manoj Contractor  
Company Secretary and Compliance Officer  
Membership No. A11661

Place: Mumbai  
Date: 07<sup>th</sup> May, 2021

## NOTES FOR MEMBERS' ATTENTION

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the special businesses to be transacted at the 16<sup>th</sup> Annual General Meeting (AGM) as set out in the Notice, is annexed hereto.
2. In view of the continuing restrictions on the movement and gathering of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 02 / 2021 dated 13<sup>th</sup> January, 2021 read with General Circulars No. 20 / 2020 dated 5<sup>th</sup> May, 2020, No. 17 / 2020 dated 13<sup>th</sup> April, 2020 and No. 14 / 2020 dated 8<sup>th</sup> April, 2020 together read with Securities and Exchange Board of India (SEBI) Circulars No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (collectively referred to as "said Circulars") permitted the holding of the AGM through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) read with the said Circulars, the Company has decided to convene its ensuing 16<sup>th</sup> AGM through VC / OAVM, and the Members can attend and participate in the ensuing AGM through VC / OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the Deemed Venue of the AGM. National Securities Depositories Limited (NSDL) will be providing the facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in note no. 12 below and is also available on the website of the Company at [www.sutlejtextiles.com](http://www.sutlejtextiles.com).
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in terms of the provisions of Sections 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat, including casting votes by electronic means.
4. In view of the outbreak of COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and SEBI, the Annual Report including Notice of the 16<sup>th</sup> AGM of the Company *inter alia* indicating the process and manner of e-voting is being sent only by email, to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, Listing Regulations, 2015 read with the said Circulars issued by MCA and SEBI, the Annual Report including Notice of the 16<sup>th</sup> AGM of the Company will also be available on the website of the Company at [www.sutlejtextiles.com](http://www.sutlejtextiles.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Particulars pursuant to Regulation 36(3) of Listing Regulations, 2015 pertaining to the Directors being appointed / re-appointed are annexed hereto to this Notice.
6. Members of the Company had approved the appointment of M/s. BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors at the 12<sup>th</sup> AGM of the Company which is valid till the 17<sup>th</sup> AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7<sup>th</sup> May, 2018 by MCA, the appointment of Statutory Auditors is not required to be ratified at every AGM.
7. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd.**, Registrar and Share Transfer Agent (RTA) 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](mailto: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".
8. In terms of the provisions of Regulation 40 of Listing Regulations, 2015 and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed from 1<sup>st</sup> April, 2019 unless the securities are held in dematerialized form with the depositories. In view of the same, Members are requested to take action to dematerialize the Equity Shares of the Company, promptly.
9. In terms of circulars issued by SEBI, it is mandatory for all the security holders to register their Permanent Account Number (PAN) and Bank Account Details.

Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. The said details will also be required in the following cases viz. deletion of name, transmission of shares and transposition of shares. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

10. Members are requested:
- a. To quote their folio number / DP ID and Client ID in all correspondence.
  - b. 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.
11. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or RTA.

**12. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
  - ii. For convenience of the Members and proper conduct of AGM, Members can login and join atleast 30 (thirty) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
  - iii. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - iv. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - v. Members seeking any information with regard to accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 24<sup>th</sup> August, 2021, by 5.00 p.m. through email on [stil.investor\\_grievance@sutlejtextiles.com](mailto:stil.investor_grievance@sutlejtextiles.com). The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
13. 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 Act, 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 Listing Regulations, 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 Company has engaged the services of National Securities Depository Limited (NSDL), who will provide the e-Voting facility of casting votes to a Member using remote e-Voting system (e-Voting from a place other than venue of the AGM) (remote e-Voting) as well as e-Voting during the proceeding of the AGM (e-Voting at the AGM).
- II. Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- III. The remote e-Voting period commences on 28<sup>th</sup> August, 2021 (9:00 am) and ends on 30<sup>th</sup> August, 2021 (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 24<sup>th</sup> August, 2021, 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 a Member, the Member shall not be allowed to change it subsequently.

IV. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ol>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Individual Members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 - 23058738 or 022 - 23058542 / 43

**B) Login method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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. Password details for Members other than Individual Members 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, please follow steps mentioned under the head **"Procedure to be followed by those Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice"**.
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](http://www.evoting.nsd.com)
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Procedure to be followed by those Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card) and AADHAR (self attested scanned copy of Aadhar Card) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card) and AADHAR (self attested scanned copy of Aadhar Card) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
  
If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.
3. Alternatively, Member may send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password for e-Voting by providing the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **Instructions for Members for e-Voting at the AGM:**

- i. The procedure for e-Voting at the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. As mentioned hereinabove, only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- iii. Members who have voted through remote e-Voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Members shall not be entitled to cast their vote again at the AGM.

#### **General Guidelines for Members**

1. Institutional Members (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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to [cschouhanr007@gmail.com](mailto:cschouhanr007@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- V. 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 24<sup>th</sup> August, 2021.
  - VI. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ashok.sherugar@linkintime.co.in](mailto:ashok.sherugar@linkintime.co.in).
  - VII. 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 e-Voting at the AGM.
  - VIII. Mr. Rajendra Chouhan of M/s. R. Chouhan & Associates, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinise the entire e-Voting process in a fair and transparent manner.
  - IX. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of the scrutiny of e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutiniser's report shall be communicated to the stock exchanges, NSDL, and will also be displayed on the Company's website, [www.sutlejtextiles.com](http://www.sutlejtextiles.com).
  - X. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by Members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to [stil.investor\\_grievance@sutlejtextiles.com](mailto:stil.investor_grievance@sutlejtextiles.com).



#### 14. Dividend

- Pursuant to Regulation 42 of the Listing Regulations, 2015 and the relevant provisions of the Act, the record date fixed for the purpose of Dividend entitlement is Monday, 30<sup>th</sup> August, 2021.
- The Dividend for the financial year ended 31<sup>st</sup> March, 2021, as recommended by the Board, if approved at the AGM, will be paid on or after 05<sup>th</sup> September, 2021 to those Members whose name appear in the Register of Members of the Company as on the record date, subject to deduction of tax at source where applicable.
- The Company provides the facility to the Members for remittance of dividend directly in electronic mode. In view of the outbreak of COVID-19 pandemic and resultant difficulties involved in dispatching of physical dividend warrants, Members 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 24<sup>th</sup> August, 2021. The said details in respect of 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 24<sup>th</sup> August, 2021. For shares held in physical form, the said details should be sent to the Company / RTA for appropriate action.
- In line with the said circulars issued by the MCA and SEBI, in case the Company is unable to pay the dividend to any Member by electronic mode, due to non-availability of their latest bank account details, the Company shall dispatch the dividend warrant / cheque to such Members by post.
- Members holding shares in dematerialised form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
- Members may note that pursuant to the changes introduced by the Finance Act, 2020, the Company would be required to withhold taxes at the prescribed rates on the Dividend paid to its Members. The withholding tax rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company. Accordingly, the above referred final dividend will be paid to the Members after deducting the tax at source as follows:

##### Resident Member:

It may be noted that tax would not be deducted on payment of Dividend to Resident Individual Members, if total dividend to be paid in a financial year does not exceed Rs. 5,000. Where the dividend payable exceeds Rs. 5,000 for financial year 2021 - 22, please refer to the table below for the details:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10%	<p>Update / Verify the PAN, and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents (RTA) - Link Intime India Private Limited (in case of shares held in physical mode) by writing an email at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a></p> <p>If Member is classified as "specified person" as per the provision of section 206AB, tax will be deducted at the rate higher of the following:</p> <ol style="list-style-type: none"> <li>Twice the rate specified in the relevant provision of the Income Tax Act, 1961; or</li> <li>Twice the rate or rates in force; or</li> <li>The rate of 5%.</li> </ol> <p><i>Specified person means a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in each of these two previous years.</i></p> <p>For the purpose of identifying whether a Member is categorized as "Specified Person" as per the provision of section 206AB, the tax department has started functionality check on the tax portal. The Company will be relying on the information verified by the utility available on the Income Tax website.</p>

Without PAN / Invalid PAN	20%	-
Submitting Form 15G / Form 15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions. The aforementioned forms for tax exemption can be downloaded from RTA's website. The url for the same is as under: <a href="https://www.linkintime.co.in/client-downloads.html">https://www.linkintime.co.in/client-downloads.html</a> On this page select the General tab. All the forms are available under head "Form 15G / 15H / 10F".
Submitting Order under Section 197 of the Income Tax Act, 1961	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority.
An Insurance Company as specified under Section 194 of the Income Tax Act, 1961	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested PAN.
a) Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961 b) Alternative Investment Fund (AIF) established in India	NIL	Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN and registration certificate.  Self-declaration that their income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are established as Category I or Category II AIF under the SEBI Regulations, alongwith self-attested copy of PAN and registration certificate.

Non-Resident Member:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	<ul style="list-style-type: none"> <li>- Update / Verify the PAN and legal entity status as per the Act, if not already done, with the depositories or with the Company's RTA, as the case may be.</li> <li>- Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route.</li> <li>- Self-attested copy of SEBI Registration certificate.</li> </ul>
Other Non-resident Members	20% (plus applicable surcharge and cess)  OR Tax Treaty Rate** (whichever is lower)	Update / Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's RTA (in case of shares held in physical mode) by writing an email at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>  In order to apply the Tax Treaty rate, all the following documents would be required: <ol style="list-style-type: none"> <li>1) Copy of Indian Tax Identification number (PAN), if available.</li> <li>2) Valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident.</li> </ol>

		<p>3) Form 10F duly filled and signed.</p> <p>4) Self-declaration from Non-resident, primarily covering the following:</p> <ul style="list-style-type: none"> <li>- Non-resident is eligible to claim the benefit of respective tax treaty;</li> <li>- Non-resident receiving the dividend income is the beneficial owner of such income; and</li> <li>- Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India.</li> </ul>
Submitting Order u/s 197 of Income Tax Act, 1961 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority.

\*\* The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial Tax Treaty rate shall depend upon the completeness of the documents submitted by the Non - Resident Member and review to the satisfaction of the Company.

Kindly note that the aforementioned documents / declarations are required to be submitted to our RTA, Link Intime India Private Limited at its dedicated link mentioned below - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 30<sup>th</sup> August, 2021, 5.00 p.m. Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post 30<sup>th</sup> August, 2021, 5:00 p.m. (IST). It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible. All communications / queries in this respect should be addressed and sent to our RTA, Link Intime India Private Limited at its email address [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Please note no tax exemption forms sent on this mail id will be entertained and this mail is specifically for dividend tax related queries.

If the tax on said dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore mentioned details / documents on or before 30<sup>th</sup> August, 2021, the Member may claim an appropriate refund in the return of income filed with their respective tax authorities.

No claim shall lie against the Company for such taxes deducted.

- Pursuant to provisions of Section 124(5) of the Act, dividends which remain unclaimed / un-encashed 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 Act. Therefore, Members who have not encashed their dividend for the financial year 2013-14 to 2019-20 should lodge their request for the same with the RTA or the Company. The IEPF Rules mandate the companies to transfer the shares of Members 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 Members whose shares were due to be transferred to the IEPF Authority and after publishing newspaper advertisement, have transferred the shares pertaining to those Members who had not encashed their dividends for 7 consecutive years to the IEPF Authority. The list of Members whose shares have been transferred to the IEPF Authority is available on the website of the Company at [www.sutlejtextiles.com](http://www.sutlejtextiles.com). **Hence, the Company urges all Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company are available on the website of the Company [www.sutlejtextiles.com](http://www.sutlejtextiles.com)**

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

The following statement sets out all material facts relating to item nos. 5 and 6 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 Auditors of the Company to conduct the audit of the cost records of the Company's units (a) Rajasthan Textile Mills; (b) Chenab Textile Mills; (c) Birla Textile Mills; (d) Damanganga Home Textiles; (e) Damanganga Process; and f) Sulej Green Fibre (also known as Birla Textile Mills Unit II) for the financial year 2021 - 22, at a fee of Rs. 1,80,000/- subject to tax deductible at source (TDS), plus Goods and Services Tax, etc., as applicable, apart from certification fees and other out of pocket expenses, as remuneration for cost audit services for the financial year 2021 - 22.

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 Members in this behalf.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for approval of item no. 5 set out in the accompanying Notice by way of an ordinary resolution. The Board recommends the ordinary resolution for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the resolution set out at item no. 5 of the Notice.

### **Item no. 6**

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 1<sup>st</sup> July, 2018 to 30<sup>th</sup> June, 2021.

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 07<sup>th</sup> May, 2021 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 1<sup>st</sup> July, 2021 to 30<sup>th</sup> June, 2024 subject to the approval of the Members of the Company on the following terms and conditions:

i)	Salary	Rs. 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 the amount maximum 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 Reimbursement	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, Travelling and other Expenses	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company.
viii)	Club Fees	Subject to a maximum of two clubs.

ix)	Car and 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, exceeding the limits as stipulated in Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) pursuant to the provisions of Schedule V of the Act.
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 Act, (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 be in compliance with the applicable provisions of the Act. 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, 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 at item no. 6 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.

## STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SCHEDULE V TO THE ACT

### I. GENERAL INFORMATION

#### 1. Nature of industry:

The Company is engaged in the business of developing, manufacturing, marketing and selling (domestic and export) of yarns and home textile products.

#### 2. Date of commencement of commercial production:

The Company carries on textile business since its incorporation.

#### 3. Financial performance based on given indicators:

Particulars	Standalone	
	Year ended 31 <sup>st</sup> March, 2021	Year ended 31 <sup>st</sup> March, 2020
Total Income	1,892.19	2,404.72
EBITDA	146.04	203.49
Less: Depreciation	94.07	99.53
EBIT	51.97	103.96
Less: Finance Cost	36.83	44.94
Profit before exceptional items and tax	15.14	59.02
Less: Exceptional items	0.00	4.36
Profit Before Tax	15.14	54.66
Less: Tax	5.63	18.54
<b>Profit after Tax</b>	<b>9.51</b>	<b>36.12</b>

4. Foreign investments or collaborations, if any:

As at 31<sup>st</sup> March, 2021, the foreign holdings in the Company was at 0.40%. The Company does not have any foreign collaborations.

II INFORMATION ABOUT APPOINTEE

1. Background details:

The background details and profile of Mr. C. S. Nopany are stated in “Annexure pursuant to Regulation 36 of Listing Regulations” to this Notice.

2. Past remuneration: There has been no change in the past and proposed remuneration.

3. Recognition or awards:

Mr. C. S. Nopany has received Global Entrepreneur of Bihar award conferred by the Bihar Chamber of Commerce and Industries.

Mr. C. S. Nopany has been the past president of Indian Chamber of Commerce and Indian Sugar Mills Association. He holds the position of National Executive Committee Member of Federation of Indian Chamber of Commerce and Industry.

4. Job Profile and his suitability:

Mr. C. S. Nopany is a member of The Institute of Chartered Accountants of India and holds Master's Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburg, USA.

He is an eminent industrialist and has over 30 years of rich and comprehensive experience in diverse fields like finance, sugar, tea, shipping, textiles, fertilizers, chemicals, etc.

He is a significant contributor and key management personnel in your Company and has played an influential role in implementing the strategies of your Company. Under his astute leadership, your Company has achieved many successful outcomes.

5. Remuneration Proposed:

Details of remuneration proposed for approval of the Shareholders at this 16<sup>th</sup> Annual General Meeting of the Company are as provided in this Explanatory Statement for item No. 6 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Considering the significant expertise of the Executive Chairman and acknowledging the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to Mr. C. S. Nopany as Executive Chairman as stated above and his shareholding held directly or indirectly in the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel. He is not related to any director / managerial personnel of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

The Company has been a consistent profit making Company and we expect the trend to continue in coming years.

The Special Resolution is proposed pursuant to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution.

2. Steps taken or proposed to be taken for improvement:

For decades, the Company has meticulously sharpened its strategy to build on its core competence. We are one of India's leading textile company with consumer-facing businesses across India and the world.

Our value enablers comprise our growing scale of business, reliable supply chain, rationalised cost structure, intelligent synergies, smart R&D and technology acumen; and above all commitment to always remain ahead in the compliance marathon.

3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies for growth.

IV. DISCLOSURES:

The disclosures as required on elements of remuneration package, etc. have been made under "Report on Corporate Governance" forming part of the Annual Report for 2020 - 21.

**By Order of the Board  
For Sutlej Textiles and Industries Limited**

Manoj Contractor  
Company Secretary and Compliance Officer  
Membership No. A11661

Place: Mumbai

Date: 07<sup>th</sup> May, 2021

## 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:

<b>Particulars</b>	Mr. Ashok Mittal	Mr. C. S. Nopany
<b>DIN</b>	00016275	00014587
<b>Designation</b>	Non-Executive Director	Executive Chairman
<b>Age</b>	56 years	55 years
<b>Date of appointment</b>	05 <sup>th</sup> February, 2019	01 <sup>st</sup> June, 2006
<b>Qualification</b>	PG from International Management Institute - India BA - Physics & Mathematics - College of Wooster, USA.	Chartered Accountant Master's Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburg, USA.
<b>Expertise in specific functional areas</b>	25 years of experience in Mergers & Acquisitions, Structured Financing, Equity & Debt Capital Markets, Privatisations and Corporate Restructuring. He has also served as Partner - Head of Mergers & Acquisitions at KPMG and Managing Director - Head of Investment Banking at Rabo, UBS, Lehman Brothers and HSBC.	Mr. C. S. Nopany is an eminent industrialist having industrial experience of over 30 years in diverse fields like finance, sugar, tea, shipping, textiles, fertilizers, chemicals, etc. He was the past president of Indian Chamber of Commerce.
<b>Directorships held in other public companies (excluding foreign companies)</b>	Nil	<ol style="list-style-type: none"> <li>1. Chambal Fertilizers &amp; Chemicals Limited</li> <li>2. New India Retailing &amp; Investment Limited</li> <li>3. Yashovardhan Investment &amp; Trading Company Limited</li> <li>4. Ronson Traders Limited</li> <li>5. Magadh Sugar &amp; Energy Limited</li> <li>6. Avadh Sugar &amp; Energy Limited</li> <li>7. Allahabad Canning Limited</li> <li>8. SIL Investments Limited</li> </ol>
<b>Memberships / Chairmanships of Committees of other Indian public companies</b>	Nil	<p><b>Stakeholders Relationship Committee:</b></p> <ol style="list-style-type: none"> <li>1. Ronson Traders Limited - Chairman</li> <li>2. SIL Investments Limited - Chairman</li> </ol> <p><b>Nomination &amp; Remuneration Committee:</b></p> <ol style="list-style-type: none"> <li>1. Chambal Fertilizers &amp; Chemicals Limited - Member</li> </ol> <p><b>Corporate Social Responsibility Committee:</b></p> <ol style="list-style-type: none"> <li>1. Chambal Fertilizers &amp; Chemicals Limited - Chairman</li> <li>2. Magadh Sugar &amp; Energy Limited - Chairman</li> <li>3. SIL Investments Limited - Chairman</li> </ol>



<b>Number of Shares held in the Company</b>	Nil	1,10,000 shares
<b>Inter-se relationships between Directors</b>	Mr. Ashok Mittal is not related to any other Director.	Mr. C. S. Nopany is not related to any other Director.
<b>No. of Board meetings attended during the financial year 2020 - 21</b>	6	7
<b>Details of remuneration last drawn from the Company (Rs.)</b>	Rs. 4,00,000/- (excluding sitting fees)	Rs. 1,50,00,000/- (excluding sitting fees)
<b>Terms and Conditions of appointment / re-appointment</b>	Mr. Ashok Mittal is proposed to be re-appointed as a Director of the Company and is liable to retire by rotation.	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.

