



textiles and industries limited

(CIN: L17124RJ2005PLC020927)

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

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

Email: stil.investor\_grievance@sutlej-rtm.co.in website: www.sutlejtextiles.com

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Companies (Management and Administration Rules, 2014)

To

The Members of Sutlej Textiles and Industries Limited.

Dear Shareholders,

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) [including any statutory modification or re-enactment thereof for the time being in force] whereby the Company seeks approval of the Members, for the following business and the Draft Resolution appended below, which is proposed to be passed by the Members as “Special Resolution” through Postal Ballot:

➤ To approve creation of charge on the total assets of the Company to secure its borrowings.

The proposed resolution and explanatory statement stating the material facts and the reasons thereof are appended below and a postal ballot form is enclosed for your consideration.

The Company has appointed Mr. Rajendra Chouhan of M/s. R. Chouhan & Associates, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Members are, therefore, requested to carefully read the instructions printed for voting by “post/courier” or through “electronic means”.

The Scrutinizer will submit his report to the Authorized KMP/ Executive Director/ Authorized Director/ Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before November 18, 2016 through Notice Board at the Registered Office of the Company and on the Company’s Website, intimations to Stock Exchanges where the Company is listed and press advertisements.

Please read carefully the instructions printed on the enclosed Postal Ballot Notice and Form and return the Form duly completed in all respects in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours on November 16, 2016. Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal ballot Form.

In the event the draft Resolution as set out is assented to by requisite majority of Members by means of a Postal Ballot [the number of votes cast in their favour being not less than three times the number of votes cast, if any, against the said Resolution], it shall be deemed to have been passed as Special Resolution at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Special Resolution.

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

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

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

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

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

**D R Prabhu  
Company Secretary and Compliance Officer  
Membership No: F7455**

Date: September 28, 2016  
Place: Mumbai

### **EXPLANATORY STATEMENT**

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

#### **Item No. 1**

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

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

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

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

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

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

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

**D R Prabhu  
Company Secretary and Compliance Officer  
Membership No: F7455**

Date: September 28, 2016  
Place: Mumbai

**Notes:**

1. A statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 is annexed hereto.
2. The notice is being sent to all the Members, whose names appear in the Register of Members/ Record of Depositories as on 30th September, 2016. After the dispatch of the Notice, the Notice will also be displayed on the website of the Company ([www.sutlejtextiles.com](http://www.sutlejtextiles.com)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
3. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). Physical copies of the aforementioned documents are also being sent in the permitted mode.

**INSTRUCTIONS FOR VOTING****Voting through Physical Postal Ballot Form**

- 1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, on or before November 16, 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- 3) Pre-paid Envelopes containing Postal Ballot Form, if posted/deposited in person or sent by courier at the expense of the Members will also be accepted.

**E-voting Facility**

In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.

Process and Manner for members opting for e-voting is as under:-

**(A) In case of Members receiving e-mail from NSDL:**

- (i) Open e-mail and open PDF file viz. ‘sutlejtextiles-evoting.pdf’ with your client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder-Login.
- (iv) Put user ID and Password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select Electronic Voting Event Number (EVEN) of Sutlej Textiles and Industries Ltd. Members can cast their vote online from 18th October, 2016 (9.00 a.m.) till 16th November, 2016 (5.00 p.m.). E-voting shall not be allowed beyond the said time.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail:[cschouhanr007@gmail.com](mailto:cschouhanr007@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(B) In case of Members receiving Postal Ballot Form by Post/ Courier:**

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to cast vote.

- (C) In case of any queries, you may refer the Frequently Asked Questions (FAQ's) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Mr. Santosh Jaiswal, Assistant Vice President - Technology Group, M/s. Link Intime India Pvt. Ltd., Unit: Sutlej textiles and Industries Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Subhash Nagar, Bhandup West, Mumbai, Maharashtra 400078, Email ID : [santosh.jaiswal@linkintime.co.in](mailto:santosh.jaiswal@linkintime.co.in), Telephone: 022-25963838 .

#### **General**

- 1) The Scrutinizer will submit the report to the Chairman / Authorised Director/Executive Director/ Authorised KMP after completion of the scrutiny. The result of the postal ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on or before 18th November, 2016 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website [www.sutlejtextiles.com](http://www.sutlejtextiles.com). The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
- 2) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
- 3) Members who do not have access to e-voting facility may send duly completed Ballot form and return the Form in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer before the close of working hours on 16th November, 2016 at the following address: Mr. Rajendra Chouhan of M/s. R. Chouhan & Associates (Scrutinizer) c/o Sutlej Textiles and industries Limited, Lotus Corporate Park, 'E-wing', 6th floor, 185/A, Graham Firth Compound, Near Jay Coach, Goregaon (East), Mumbai - 400063.
- 4) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.



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Email: stil.investor\_grievance@sutlej-rtm.co.in website: www.sutlejt看textiles.com

**POSTAL BALLOT FORM**

SERIAL No.:

1. **Name(s) of Shareholders(s)** :  
(Including joint holders, if any)
2. **Registered address of the sole/first/named shareholder** :
3. **Registered folio No./ DP ID No./Client ID No.\*** :  
\*(Applicable to investors holding Shares in dematerialized form)
4. **Number of shares held** :

5. I/we hereby exercise my/our vote in respect of the Special Resolution set out in the notice dated 28/09/2016 to be passed by means of postal ballot by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolution by placing the tick (✓) mark at the appropriate box below (Tick in both boxes will render the ballot invalid):

Sr. No.	Item	Type of Resolution	No. of shares	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1	Special Resolution to mortgage, hypothecate otherwise charge, dispose off as may be necessary of all immovable and movable properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and to authorize the Board to perform all such acts, deeds, and things as may be necessary , desirable or expedient in connection therewith.	Special			

Place:

Date:

(Signature of the Shareholder)

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Number)	USER ID	PASSWORD / PIN

**NOTES:**

1. Please read the Instructions printed overleaf carefully before exercising your vote
2. Please send your Postal Ballot Form in the Envelope enclosed herewith on or before 16.11.2016.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (  $\checkmark$  ) in the appropriate column.
5. Unsigned Postal Ballot Forms will be rejected.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **November 16, 2016**. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope other than as mentioned in Item No. 3 above.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 30th September, 2016.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website [www.sutlejtextiles.com](http://www.sutlejtextiles.com) for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed. The results will thereafter be published in newspaper(s).