

**General information about company**

Scrip code	532782
NSE Symbol	SUTLEJTEX
MSEI Symbol	NOTLISTED
ISIN	INE645H01027
Name of the entity	SUTLEJ TEXTILES AND INDUSTRIES LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Chandra Shekhar Nopany	ABJPN5385K	00014587	Executive Director	Chairperson related to Promoter		19-09-1965
2	Mr	Rajiv Kantikumar Podar	AACPP5575D	00086172	Non-Executive - Independent Director	Not Applicable		24-05-1964
3	Mr	Amit Dalal	AABPD3938R	00297603	Non-Executive - Independent Director	Not Applicable		31-01-1963
4	Mr	Rajan Arvind Dalal	AABPD8799G	00546264	Non-Executive - Independent Director	Not Applicable		18-09-1949
5	Mr	Umesh Kumar Khaitan	AFEPK7308G	01180359	Non-Executive - Independent Director	Not Applicable		20-12-1948
6	Mrs	Sonu Halan Bhasin	AFPPB3402B	02872234	Non-Executive - Independent Director	Not Applicable		28-09-1963
7	Mr	Rohit Rajgopal Dhoot	AABPD0017B	00016856	Non-Executive - Independent Director	Not Applicable		29-09-1968
8	Mr	Ashok Mittal	AEYPM9072L	00016275	Non-Executive - Independent Director	Not Applicable		03-03-1965
9	Mr	Sameer Ambarish Kaji	AAEPK7913N	00172458	Non-Executive - Independent Director	Not Applicable		27-11-1960
10	Ms	Deepa Kapoor	AAQPK9762M	06828033	Non-Executive - Independent Director	Not Applicable		21-02-1968
11	Mr	Arhant Vikram Nopany	ALXPN9826H	07863206	Non-Executive - Non Independent Director	Not Applicable		09-06-1999
12	Mr	Rajib Mukhopadhyay Mukhopadhyay	AEWPM2045M	02895021	Executive Director	Not Applicable		13-07-1969

**I. Composition of Board of Directors****Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active

**I. Composition of Board of Directors**

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		19-09-2006	01-07-2024			6	0	1	1			
2	NA		21-07-2009	23-08-2019	23-08-2024	120	0	0	0	0	Tenure Completion		
3	NA		01-06-2006	23-08-2019	23-08-2024	120	2	0	2	0	Tenure Completion		
4	Yes	22-08-2019	19-11-2008	23-08-2019	23-08-2024	120	2	1	2	1	Tenure Completion		
5	Yes	22-08-2019	01-06-2006	23-08-2019	23-08-2024	120	1	1	2	0	Tenure Completion		
6	NA		07-05-2015	07-05-2020		109	5	5	6	3			
7	NA		25-10-2017	30-07-2024		2	4	2	4	1			
8	NA		05-02-2019	30-07-2024		2	1	1	1	0			
9	NA		09-05-2024	09-05-2024		4.22	2	2	5	1			
10	NA		09-05-2024	09-05-2024		4.22	1	1	1	0			
11	NA		09-05-2024	30-07-2024			1	0	2	0			
12	NA		11-06-2022	30-07-2024			1	0	1	0			

**Text Block**

Textual Information(1)

Mr. Rajan Dalal completed 75 years of age on 18th September, 2024. He ceased to be an Independent Director of the Company w.e.f. 23rd August, 2024 due to completion of his tenure i.e. before him attaining the age of 75 years. The appointment has however been approved by way of special resolution passed in the 14th Annual General Meeting of the Company held on Thursday, 22nd August, 2019.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00546264	Rajan Arvind Dalal	Non-Executive - Independent Director	Chairperson	05-10-2012	23-08-2024	
2	00297603	Amit Dalal	Non-Executive - Independent Director	Member	23-10-2008	23-08-2024	
3	00086172	Rajiv Kantikumar Podar	Non-Executive - Independent Director	Member	24-01-2012	23-08-2024	
4	00016856	Rohit Rajgopal Dhoot	Non-Executive - Independent Director	Chairperson	23-08-2024		
5	00016275	Ashok Mittal	Non-Executive - Independent Director	Member	01-08-2024		
6	06828033	Deepa Kapoor	Non-Executive - Independent Director	Member	01-08-2024		
7	07863206	Arhant Vikram Nopany	Non-Executive - Non Independent Director	Member	01-08-2024		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01180359	Umesh Kumar Khaitan	Non-Executive - Independent Director	Chairperson	01-06-2006	23-08-2024	
2	00546264	Rajan Arvind Dalal	Non-Executive - Independent Director	Member	24-01-2012	23-08-2024	
3	00086172	Rajiv Kantikumar Podar	Non-Executive - Independent Director	Member	03-11-2015	23-08-2024	
4	00016275	Ashok Mittal	Non-Executive - Independent Director	Chairperson	23-08-2024		
5	00172458	Sameer Ambarish Kaji	Non-Executive - Independent Director	Member	09-05-2024		
6	07863206	Arhant Vikram Nopany	Non-Executive - Non Independent Director	Member	09-05-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00297603	Amit Dalal	Non-Executive - Independent Director	Chairperson	13-05-2011	23-08-2024	
2	00086172	Rajiv Kantikumar Podar	Non-Executive - Independent Director	Member	13-05-2011	23-08-2024	
3	02872234	Sonu Halan Bhasin	Non-Executive - Independent Director	Chairperson	23-08-2024		
4	00172458	Sameer Ambarish Kaji	Non-Executive - Independent Director	Member	09-05-2024		
5	02895021	Rajib Mukhopadhyay Mukhopadhyay	Executive Director	Member	11-06-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00086172	Rajiv Kantikumar Podar	Non-Executive - Independent Director	Chairperson	18-05-2017	23-08-2024	
2	00016275	Ashok Mittal	Non-Executive - Independent Director	Chairperson	23-08-2024		
3	00016856	Rohit Rajgopal Dhoot	Non-Executive - Independent Director	Member	11-06-2022		
4	06828033	Deepa Kapoor	Non-Executive - Independent Director	Member	09-05-2024		
5	07863206	Arhant Vikram Nopany	Non-Executive - Non Independent Director	Member	09-05-2024		
6	99999999	Suresh Kumar Khandelia	Senior Management Personnel	Member	24-07-2023		Textual Information(1)

**Sr Text Block**

Textual Information(1)

Mr. Suresh Kumar Khandelia has been appointed as Senior Management Personnel of the Company and a member of Risk Management Committee w.e.f. 24th July, 2023.



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	09-05-2024				Yes	12	8	5
2		08-08-2024	90		Yes	12	12	9
3		30-08-2024	21		Yes	8	8	5

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-05-2024				Yes	4	3	3	0
2	Audit Committee	07-08-2024	90			Yes	7	7	6	0
3	Nomination and remuneration committee	07-05-2024				Yes	3	3	3	0
4	Nomination and remuneration committee	26-07-2024	79			Yes	6	5	3	0
5	Stakeholders Relationship Committee	08-05-2024				Yes	4	4	3	0
6	Stakeholders Relationship Committee	06-08-2024	89			Yes	5	4	3	0

**Annexure 1****IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	03-04-2024				Yes	4	3	1	1

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

**Text Block**

Textual Information(1)

There were no Material RPTs requiring approval of shareholders.

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	MANOJ CONTRACTOR
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

There were no comments received from Board of Directors.

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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**Annexure III**

1	Name of signatory	MANOJ CONTRACTOR
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Mr. Rajib Mukhopadhyay		
Designation	CFO		
Place	Mumbai		
Date	21-10-2024		

**Text Block**

Textual Information(3)

This is not applicable to the Company as the Company has not entered into any such transaction.

<b>Details of Cyber security incidence</b>		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

**Signatory Details**

Name of signatory	MANOJ CONTRACTOR
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	21-10-2024

