

17th May, 2023

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. Scrip Code: 532782	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. Scrip Code : SUTLEJTEX
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Dear Sirs / Madam,

**Sub.: Submission of Annual Secretarial Compliance Report for the financial year
2022-23**

Please find enclosed herewith the Annual Secretarial Compliance Report of the Company issued by M/s. R. Chouhan & Associates, Practicing Company Secretaries, for the financial year 2022 - 23.

You are requested to take the same on record.

Yours faithfully

For **Sutlej Textiles and Industries Limited**

Manoj Contractor

Company Secretary and Compliance Officer

Encl.: a/a

RAJENDRA CHOUHAN
B.COM. , F.C.S.

R.CHOUHAN & ASSOCIATES
Practicing Company Secretaries

Off: 47, Guru Nanakpura,
Raja Park, JAIPUR-302004
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To,
The Members,
Sutlej Textiles and Industries Limited
CIN: L17124RJ2005PLC020927
Pachpahar Road, Bhawanimandi,
Jhalawar, Rajasthan.

Annual Secretarial Compliance Report of SUTLEJ TEXTILES AND INDUSTRIES LIMITED (CIN: L17124RJ2005PLC020927) for the year ended on 31st March, 2023

I CS Rajendra Chouhan, Company Secretary in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by **SUTLEJ TEXTILES AND INDUSTRIES LIMITED** (“the listed entity”),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on **31st March, 2023** (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable**)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **(Not Applicable)**
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars / guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entry is appended below:

Sr. No.	Particulars	Compliance Status Yes / No / N.A.	Observations / Remarks by PCS*
1	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	YES	
2	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI	YES YES	



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3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents / information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website. 	YES	
		YES	
		YES	
4	<p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	
5	<p><u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	YES	
		YES	
6	<p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	YES	
7	<p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	YES	
8	<p><u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee</p>	YES	
		N.A.	
9	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	YES	
10	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	



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11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity / its promoters / Directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI Regulation / circular / guidance note etc.	YES	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

During the year 2022-2023 there is no such instance where statutory auditors resigned from listed entities and their material subsidiaries

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No	Deviations	Action Taken by	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	NIL	N.A.	N.A.	Advisory /Clarification / Fine / Show Cause Notice / Warning, etc NIL	N.A.	NIL	NIL	N.A.	N.A.

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RAJENDRA CHOUHAN
B.COM. , F.C.S.

R.CHOUHAN & ASSOCIATES
Practicing Company Secretaries

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No	Deviations	Action Taken by	Details of Violation	Fi ne Amount	Observations/ Remarks of the Practicing Company Secretary	Managem-ent Response	Remarks
	NIL			Advisory /Clarification / Fine / Show Cause Notice / Warning, etc etc			NIL		
Not applicable as no observation has been made by the Practicing Company Secretary in the previous report for the F.Y. ended on 31 st March, 2022.									

Place: JAIPUR
Date: 24.04.2023
UDIN: F005118E000173101



For R. CHOUHAN & ASSOCIATES
(ICSI Unique Code: S2001R1036300)

Rajendra Chouhan
RAJENDRA CHOUHAN - PROPRIETOR
COMPANY SECRETARY IN PRACTICE
PEER REVIEW NO.: 868/2020
FCS No. 5118
C P No.: 3726

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