

STIL/

October 12, 2016

M/s. Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001 Fax No. 022-22723121/719/22702037/39 Scrip Code: 532782	M/s. National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, G-Block, Bandra-Kurla Complex, Bandra(E), Mumbai 400 051 Fax No. (022-2659 8237/38) Scrip Code : SUTLEJTEX
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Dear Sirs,

Pursuant to the provisions of Regulation 27(2) of the Listing Regulations, 2015, we hereby enclose the quarterly compliance report for the quarter ended 30th September, 2016.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For SUTLEJ TEXTILES AND INDUSTRIES LIMITED



(D.R.PRABHU)
COMPANY SECRETARY AND COMPLIANCE OFFICER



Encl: a/a

Annexure – I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **SUTLEJ TEXTILES AND INDUSTRIES LIMITED**
2. Quarter ending: **September 30, 2016**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PANS & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure* (to be filled only for Independent Directors)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)**	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)
Mr.	C.S.Nopany	ABJPN5385K : 00014587	Executive Chairman	01/07/2015	-	0	Audit Committee: NIL Stakeholder Committee: NIL	Audit Committee: NIL Stakeholder Committee: 3
Mr.	Rajiv Podar	AACPP5575D : 00086172	Independent Director	23/08/2014	[5 (Five) years w.e.f. 23.08.2014] 2 year 1 month and 8 days	1	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: NIL Stakeholder Committee: NIL



Mr.	Amit Dalal	AABPD3938R : 00297603	Independent Director	23/08/2014	[5 (Five) years w.e.f. 23.08.2014] 2 year 1 month and 8 days	3	Audit Committee: 1 Stakeholder Committee: 1	Audit Committee: NIL Stakeholder Committee: 1
Mr.	Rajan Dalal	AABPD8799G : 00546264	Independent Director	23/08/2014	[5 (Five) years w.e.f. 23.08.2014] 2 year 1 month and 8 days	3	Audit Committee: 2 Stakeholder Committee: 1	Audit Committee: 1 Stakeholder Committee: 1
Mr.	U.K.Khaitan	AFEPK7308G : 01180359	Independent Director	23/08/2014	[5 (Five) years w.e.f. 23.08.2014] 2 year 1 month and 8 days	2	Audit Committee: NIL Stakeholder Committee: 1	Audit Committee: NIL Stakeholder Committee: NIL
Mrs.	Sonu Bhasin	AFBPP3402B : 02872234	Independent Director	31/08/2015	[5 (Five) years w.e.f. 31.08.2015] 1 year 1 month	3	Audit Committee: 3 Stakeholder Committee: NIL	Audit Committee: NIL Stakeholder Committee: NIL
Mr.	M.H.Rahman	AFLPR6930A : 05222272	Independent Director	23/08/2014	[5 (Five) years w.e.f. 23.08.2014] 2 year 1 month and 8 days	1	Audit Committee: 1 Stakeholder Committee: NIL	Audit Committee: NIL Stakeholder Committee: NIL




Mr.	Sukhvir Singh	AVHPS4525Q : 06645482	Additional Non-Executive Director	10/09/2016	-	1	Audit Committee: NIL Stakeholder Committee: NIL	Audit Committee: NIL Stakeholder Committee: NIL
Mr.	Dilip Ghorawat	AADPG3370L : 06798495	Whole Time Director & C.F.O	28/01/2014				Ceased w.e.f. 10/09/2016

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/ non-executive/independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** No. of directorships only where the Directors acts as “**Independent Director**”



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee) \$
1. Audit Committee	<ol style="list-style-type: none"> 1. Mr. Rajan Dalal 2. Mr. Amit Dalal 3. Mr. M.H.Rahman 4. Mr. Rajiv Podar 	<ol style="list-style-type: none"> 1. Chairman of Committee - Independent Director 2. Independent Director 3. Independent Director 4. Independent Director
2. Nomination & Remuneration Committee	<ol style="list-style-type: none"> 1. Mr. U.K.Khaitan 2. Mr. Rajan Dalal 3. Mr. Rajiv Podar 	<ol style="list-style-type: none"> 1. Chairman of Committee - Independent Director 2. Independent Director 3. Independent Director
3. Risk Management Committee(if applicable)	N.A.	
4. Stakeholders Relationship Committee	<ol style="list-style-type: none"> 1. Mr. Amit Dalal 2. Mr. Rajiv Podar 3. Mr. Dilip Ghorawat** 	<ol style="list-style-type: none"> 1. Chairman of Committee – Independent Director 2. Independent Director 3. Executive Director
<p>\$ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen [** ceased to be Member of the Committee w.e.f 10/09/2016]</p>		



III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
11/05/2016	1) 29/07/2016 2) 05/08/2016 3) 07/09/2016	1) 11/05/2016 to 29/07/2016 = 79 days 2) 29/07/2016 to 05/08/2016 = 7 days 3) 05/08/2016 to 07/09/2016 = 33 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: 1) 04/08/2016 2) 07/09/2016	Yes	1) 11/05/2016	1) 11/05/2016 to 04/08/2016 = 85 days 2) 04/08/2016 to 07/09/2016 = 34 days
Nomination & Remuneration Committee: 1) 05/08/2016 2) 07/09/2016	Yes	1) 11/05/2016	1) 11/05/2016 to 05/08/2016 = 86 days 2) 05/08/2016 to 07/09/2016 = 33 days



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<u>Stakeholders Relationship Committee:</u>			
1) 12/07/2016	Yes	1) 18/04/2016	1) 20/06/2016 to 12/07/2016 = 22 days
2) 28/09/2016		2) 20/06/2016	2) 12/07/2016 to 28/09/2016 = 78 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities - **not applicable to Sutlej Textiles and Industries Limited**)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. The report submitted in the previous quarter has been placed before Board of Directors. **This report also shall be placed before the Board on 08/11/2016 (being the next Board Meeting).**

Any comments/observations/advice of Board of Directors may be mentioned here: There were no comments received from Board of Directors

Name : D.R.PRABHU

Designation : COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 12.10.2016

Place: Mumbai

For and on behalf of

SUTLEJ TEXTILES AND INDUSTRIES LIMITED





COMPANY SECRETARY



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE II

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration committee at the annual general Meeting	19(3)	Yes*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>*Chairman of Nomination and Remuneration Committee of the Company authorized Shri Rajan Dalal, Member of Nomination and Remuneration Committee of the Company, to attend the AGM held on August 27, 2016 on his behalf and to represent the Committee (in compliance with the provisions of the Companies Act, 2013 and Listing Regulations, 2015) due to his non-availability on this date.</p>		
<p style="text-align: center;">For and on behalf of SUTLEJ TEXTILES AND INDUSTRIES LIMITED</p> <p style="text-align: center;">  COMPANY SECRETARY</p> <p>Name : D.R.PRABHU</p> <p>Designation : COMPANY SECRETARY AND COMPLIANCE OFFICER</p> <p>Date: 12.10.2016</p> <p>Place: Mumbai</p> <div style="text-align: right;">  </div>		