

STIL/

April 14, 2017

**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**

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 31<sup>st</sup> March, 2017.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For SUTLEJ TEXTILES AND INDUSTRIES LIMITED



(D.R.PRABHU)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl: As above.



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: March 31, 2017

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN\$ & 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: 2
Mr.	Rajiv Podar	AACPP5575D : 00086172	Independent Director	23/08/2014	[5 (Five) years w.e.f. 23.08.2014] 2 year 7 months 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 7 months 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 7 months 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 7 months 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 7 months	3	Audit Committee: 3 Stakeholder Committee: 1	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 7 months 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	-	0	Audit Committee: NIL Stakeholder Committee: NIL	Audit Committee: NIL Stakeholder Committee: NIL
Mr.	Bipeen Valame	ABDPV0925H:07702511	Whole-Time Director	09/02/2017	-	0	Audit Committee: NIL Stakeholder Committee: 1	Audit Committee: NIL Stakeholder Committee: NIL

\$ 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”



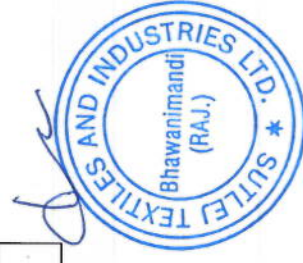
## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee) \$
1. Audit Committee	<ol style="list-style-type: none"> <li>1. Mr. Rajan Dalal</li> <li>2. Mr. Amit Dalal</li> <li>3. Mr. M.H.Rahman</li> <li>4. Mr. Rajiv Podar</li> </ol>	<ol style="list-style-type: none"> <li>1. Chairman of Committee - Independent Director</li> <li>2. Independent Director</li> <li>3. Independent Director</li> <li>4. Independent Director</li> </ol>
2. Nomination & Remuneration Committee	<ol style="list-style-type: none"> <li>1. Mr. U.K.Khaitan</li> <li>2. Mr. Rajan Dalal</li> <li>3. Mr. Rajiv Podar</li> </ol>	<ol style="list-style-type: none"> <li>1. Chairman of Committee - Independent Director</li> <li>2. Independent Director</li> <li>3. Independent Director</li> </ol>
3. Risk Management Committee(if applicable)	N.A.	
4. Stakeholders Relationship Committee	<ol style="list-style-type: none"> <li>1. Mr. Amit Dalal</li> <li>2. Mr. Rajiv Podar</li> <li>3. Mr Bipeen Valame</li> </ol>	<ol style="list-style-type: none"> <li>1. Chairman of Committee – Independent Director</li> <li>2. Independent Director</li> <li>3. Whole-Time Director</li> </ol>

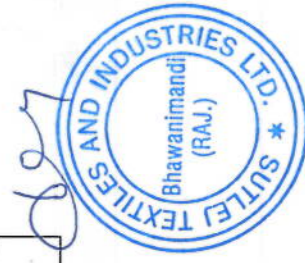
\$ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## 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)
1) 08.11.2016	1) 09.02.2017	1) 08.11.2016 to 09.02.2017 = 93 Days



<b>IV. Meeting of Committees</b>					
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*		
<b>Audit Committee:</b>					
1) 08.02.2017	Yes	1) 07.11.2016	1) 10.11.2016 to 08.02.2017 = 90 Days		
2) 31.03.2017	Yes	2) 10.11.2016	2) 08.02.2017 to 31.03.2017 = 51 days		
<b><u>Nomination &amp; Remuneration Committee:</u></b>					
1)08.02.2017	Yes	1) 07.11.2016	07.11.2016 to 08.02.2017 = 93 Days		
<b><u>Stakeholders Relationship Committee:</u></b>					
1) 17.01.2017	Yes	1) 13.10.2016	1) 01.12.2016 to 17.01.2017 = 47 Days		
2) 17.03.2017	Yes	2) 01.12.2016	2) 17.01.2017 to 17.03.2017 = 59 days		
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
<b>V. Related Party Transactions</b>					
<b>Subject</b>			<b>Compliance status (Yes/No/NA) refer note below</b>		
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 Sutej 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 18/05/2017 (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: 14.04.2017**

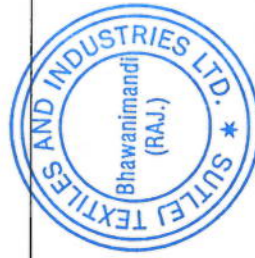
**Place: Mumbai**

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 the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b>	
	<i>(Yes/No/NA) refer note</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	yes	
Criteria of making payments to non-executive directors	yes	
Policy on dealing with related party transactions	yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
		<i>(Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<b>Note</b>		
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.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - N.A.		
For Sutlej Textiles and Industries Limited	For and on behalf of <b>SUTLEJ TEXTILES AND INDUSTRIES LIMITED</b>	
(D.R.Prabhu) Company Secretary & Compliance Officer Date: 14.04.2017 Place: Mumbai	 <b>COMPANY SECRETARY</b>	
		