



textiles and industries limited

(CIN : L17124RJ2005PLC020927)

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

Tel. No: (07433) 222052/82/90 Fax: (022) 222354/222916

Email: stil.investor_grievance@sutlej-rtm.co.in website: www.sutlejtextiles.com;

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the Shareholders of Sutlej Textiles and Industries Limited, will be held on Monday, 31st August, 2015 at 3.00 p.m. at the Registered Office of the Company at Pachpahar Road, Bhawanimandi 326502 (Rajasthan) to transact the following business:-

A. As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Report of the Auditors & Directors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri C.S.Nopany (DIN 00014587) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s.Singhi & Co. Chartered Accountants (Registration No. 302049E) offer themselves for re-appointment.
5. To appoint Branch Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting for auditing the Accounts of Company's Unit: Chenab Textile Mills, and to fix their remuneration. The retiring Branch Auditors M/s.S.R.Batliboi & Company, LLP (Registration No. 301003E) offer themselves for re-appointment.

B. As Special Business:

Item no. 6

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or

re-enactment thereof for the time being in force), Smt. Sonu Bhasin (Director Identification Number 02872234), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 07, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Smt. Sonu Bhasin for the office of the Director of the Company, be and is hereby appointed as an Independent Director, of the Company to hold office for 5 (Five) consecutive years with effect from the date of this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

Item no. 7

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's units (a) Rajasthan Textile Mills, Bhawanimandi (Raj.); (b) Chenab Textile Mills, Kathua (J&K); and (c) Damanganga Home Textiles, Bhilad, (Guj.) for the financial year ending 31st March, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the appointment of M/s. K. G. Goyal & Associates as Cost Auditors shall also extend to all such applicable Unit/s as may be acquired by the Company during the said period; and shall be on such remuneration as may be mutually agreed upon, subject to the recommendation of the Audit Committee of the Board and endorsed/ratified by the resolution of the Shareholders in this behalf.

RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Item no. 8

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 188 read with Section 2(76) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges, applicable modifications/amendments thereto, as made from time to time; and subject to such other applicable approvals, consents, permissions and sanctions from various regulatory and statutory authorities, approval of the shareholders be and is hereby accorded for Purchase of Birla Textile Mills (textile division of Chambal Fertilizers and Chemicals Limited) situated at Village Bhatouli Kalan, Tehsil Baddi, District Solan, Himachal Pradesh (H.P.), as a going concern from Chambal Fertilisers and Chemicals Ltd. on a slump sale basis, for an aggregate value of Rs.232.63 Crores (including net current assets) subject to closing and other adjustments, if any, and on other main terms and conditions as set out in the ‘Business Purchase Agreement’ dated 30th June, 2015.

RESOLVED FURTHER THAT the shareholders do hereby confirm, ratify and accord their approval to all actions taken so far with regard to the aforesaid transaction, including execution of various transaction documents.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, modify or supplement from time to time, the said Business Purchase Agreement dated June 30, 2015, and other transaction documents entered into between the Company and CFCL, as may be mutually agreed to between the Board and CFCL.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for any matters connected therewith or incidental hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may consider appropriate in order to give effect to this resolution.”

Item no. 9

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT M/s.S.R.Batliboi & Company, Chartered Accountants, New Delhi (Registration No.301003E) be and are hereby appointed as Branch Auditors for auditing the accounts of Birla Textile Mills, Baddi, Himachal Pradesh (“BTM Unit”) for the period commencing from the date of acquisition of the said BTM Unit, till the conclusion of (11th) Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration”.

Item no. 10

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri C.S.Nopany (DIN No.00014587) as “Executive Chairman” of the Company, (thereby resulting in change of his designation from Non-Executive Chairman to Executive Chairman), for a period of 3 (Three) years with effect from 1st July, 2015 at the remuneration and on such other terms and conditions as are set out in the Explanatory Statement of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri C.S.Nopany which shall be in accordance with the provisions of the Companies Act, 2013 and the prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay Shri C.S.Nopany remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

Item no. 11

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") and rules made thereunder, to the extent notified and in effect, and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the "**Listing Agreements**"), the Memorandum of Association and Articles of Association of Sutlej textiles and Industries Limited (the "**Company**") and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised on behalf of the Company, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of a further public issue, preferential issue, qualified institutions placement, private placement or a combination thereof, such number of equity shares of the Company (the "**Equity Shares**") or the global depository receipts ("**GDRs**"), the American depository receipts ("**ADRs**"), the foreign currency convertible bonds ("**FCCBs**"), fully convertible debentures/ partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or

otherwise, in registered or bearer form, and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "**Securities**") or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or any other category of investors, and whether or not such investors are members of the Company (collectively the "**Investors**"), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, aggregating up to Rs. 125 Crore or equivalent thereof, in one or more tranche or tranches, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also charge premium, or offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividends thereto.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, creation of mortgage/charge in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings

and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.

**By Order of the Board
For Sutlej Textiles And Industries Limited**

Place: Mumbai
Date: 30th July, 2015

D. R. Prabhu
Company Secretary
Membership No. F7455

NOTES FOR MEMBERS' ATTENTION

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person and such person cannot act as a proxy for any other person or shareholder.
2. In order to be effective, the instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, bodies corporate, societies etc. must be supported by appropriate resolution /authority, as applicable. Blank Proxy Form is attached.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. The Record date for the purpose of determining eligibility for payment of Dividend, if any, to be declared at the Annual General Meeting shall be Saturday, July 11, 2015.
6. Pursuant to Section 170 of the Companies Act, 2013, and Clause 16 of the Listing Agreement the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 25th August, 2015 to Monday, 31st August, 2015 (both days inclusive) for the purpose of the Annual General Meeting.
7. Pursuant to provisions of Section 124(5) of the Companies Act, 2013 dividends which remained unclaimed / unencashed for a period of 7 years are required to be transferred to the Investor Education and Protection Fund of the Central Government established under sub-section (1) of Section 125 of the Companies Act, 2013. Therefore, shareholders who have not encashed their dividend for the financial year 2007-08 to 2013-14 should lodge their request for the same to the RTA or the Company.
8. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares.
9. Dividend, if declared at the Meeting, will be paid on or before 29.09.2015 to those Members or their mandates:
 - a) Whose names appear as Beneficial Owners at the end of the business hours on Saturday, July 11, 2015 in the list of Beneficial Owners to be furnished by Depositories (NSDL & CDSL) in respect of the shares held in electronic form; and
 - b) Whose names appear as Members on the Company's Register of Members on Saturday, July 11, 2015 after giving effect to valid transfer requests, received on or before Saturday, July 11, 2015.
10. Shareholders desirous of availing the facility of Electronic Credit of dividend are requested to fill up attached NECS form to this notice and return the same duly filled and signed alongwith a xerox copy of a leaf of their cheque book bearing bank account number, on or before 21st August 2015. The said details in respect of the shares held in electronic form should be sent to their respective **Depository Participant** (with a copy to the Company/ RTA) for appropriate action before close of work on 21st August 2015. The said details in respect of the shares held in physical form should be sent to the Company/ RTA for appropriate action before close of work on 21st August 2015.
11. The Company's Shares are listed on the following Stock Exchanges:
 1. Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001
 2. National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No.C/1, G-Block, Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051
12. Particulars pursuant to Clause 49 (VIII)(E) of the Listing Agreement with the Stock Exchanges of the Director being re-appointed / appointed, a brief resume, nature of his expertise in specific functional areas, names of Indian public limited companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are annexed hereto to this notice.
13. Electronic copy of the Notice of the 10th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail addresses are registered with the Company

/ Depository Participant(s) for communication purpose. Physical copy of the notice of the 10th Annual General Meeting of the Company has also been sent separately to all the Shareholders, inter-alia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form in the permitted mode.

14. Members are requested to send all their documents and communications pertaining to shares to **Sharepro Services (India) Pvt. Ltd.**, Registrar and Transfer Agent (RTA) of the Company at their address at Samhita Complex, Gala No. 52 to 56, Building No. 13A-B, Near Sakinaka Telephone Exchange, Andheri - Kurla Road, Sakinaka, Mumbai - 400072 (Maharashtra), Telephone No. 022-6772 0300/400, Fax No. 022-2859 1568 for both physical and demat segment of Equity Shares. Please quote on all such correspondence - **"Unit - Sutej Textiles and Industries Limited"**.
15. Members are requested:
 - a. To bring their copies of Annual Report and Notice at the Meeting;
 - b. To submit their Attendance Slip, duly filled in, for attending the Meeting;
 - c. To quote their folio number/DP ID and Client Id in all correspondence;
 - d. To Notify immediately for change of their address and bank particulars to the RTA in case the shares are held in physical form; and
 - e. In case the shares are held in dematerialized form, information should be passed on directly to their respective Depository Participant and not to the Company / RTA without any delay.

16. Registered Office:
Pachpahar Road, Bhawanimandi (Rajasthan)-326 502
Corporate Office (Mumbai):
Solaris Building No.1, D-Wing, 4th Floor, Solaris Complex, Saki Vihar Road, Powai, Andheri (E)-400072.
17. The route map for easy location of the venue of AGM is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2014-15 will be available on the website of the Company at www.sutejtextiles.com.
18. No Gifts in AGM
The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.
19. Pick-up Coach Facility
For the convenience of members intending to attend the Company's AGM scheduled to be held at 3 p.m. on August 31, 2015, the Company will provide transport from Bhawanimandi Railway Station (East) to the venue and back. The pick-up coach will leave from "Bhawanimandi Railway Station" Rajasthan at 02.30 p.m. on the date of AGM to reach RTM Mill (venue of the AGM) in time for the meeting and will leave for Station after the meeting. Members wishing to avail of this facility may kindly be present in time at the pick-up point at Bhawanimandi Railway Station.
20. The instructions and other information relating to voting through Electronic Means is given here as under:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on August 27, 2015 (9:00 am) and ends on August 30, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 24, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "sutejtextiles remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using

- “Forget User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (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/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Sutlej Textiles And Industries Limited”.
 - (viii) Now you are ready for remote 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) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 to cschouhanr007@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below at the bottom of the Attendance Slip/Ballot Form for the Annual General Meeting:
EVEN (Remote e-voting Event Number) USER ID
PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 24, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after July 17, 2015 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. August 24, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kumaresan@shareproservices.com.
- XI. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Rajendra Chouhan of R.Chouhan & Associates, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper/Polling Paper” for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sutlejt看xtiles.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

**By Order of the Board
For Sutlej Textiles And Industries Limited**

D. R. Prabhu
Company Secretary
Place : Mumbai
Date: 30th July, 2015
Membership No. F7455

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 6

Smt. Sonu Bhasin was appointed as an Additional Director at the Board Meeting held on 7th May, 2015. The term of her office extends upto the date of this Annual General Meeting. Notice as per the provision of Section 160 of the Companies Act, 2013 has been received in writing from members proposing the candidature of Smt. Sonu Bhasin for the office of the Director of the Company.

Smt. Sonu Bhasin, is MBA from Faculty of Management Studies - University of Delhi and B.Sc Hons, Mathematics from St. Stephen's College. She is Managing Director of BlueWaters Advisorie and Independent Non Executive Director on Board at Whirlpool of India Limited and Mahindra First Choice Services Ltd.

She has held various positions in past such as Chief Operating Officer: Travel, Forex and Cards, e-Nxt Financials Limited at Tata Capital, Group President, Branch Banking at YES Bank, President: Retail Products & Sales Management, Axis Bank & Director on Board : Axis Asset Management at Axis Bank, President, Retail Financial Services, Axis Bank and Director on Board: Axis Sales Ltd at Axis Bank, Senior Vice President, Wealth Management Group at Axis Bank, Vice President at ING Vysya Bank, Director and Head Private Banking-North at ING Private Banking and held various positions with Tata Administrative Services (TAS).

Having regard to her background and wide experience, the appointment of Smt. Sonu Bhasin will be in the best interest of the Company.

In the opinion of the Board, Smt. Sonu Bhasin fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Smt. Sonu Bhasin as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Smt. Sonu Bhasin as an Independent Director, for the approval by the shareholders of the Company.

Save and except Smt. Sonu Bhasin and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No:7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal and Associates, Cost Accountants, (Registration No. FRN-000024), as the Cost Auditor of the Company to conduct the audit of the cost records of the Company's unit (a) Rajasthan Textile Mills, Bhawanimandi (Raj.); (b) Chenab Textile Mills, Kathua (J&K) and (c) Damanganga Home Textiles, Bhilad, (Guj.) for the financial year 2015-16, at a fee of Rs.1,35,000/- subject to TDS, Service Tax etc., as applicable, apart from certifications and out of pocket expenses, as remuneration for cost audit services for the FY 2015-16. The appointment of M/s. K. G. Goyal & Associates as Cost Auditors shall also extend to all such applicable Unit/s as may be acquired by the Company during the said financial year; and shall be on such remuneration as may be mutually agreed upon, subject to the recommendation of the Audit Committee of the Board and endorsed/ratified by the resolution of the Shareholders in this behalf.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No:8

The Board of Directors at its meeting held on 14th March, 2015 had approved the purchase / acquisition of Birla Textile Mills ("BTM"), (textile division of Chambal Fertilisers and Chemicals Ltd.) situated at Village Bhatouli Kalan, Tehsil Baddi, District Solan, Himachal Pradesh (H.P.). "as a going concern" from Chambal Fertilisers and Chemical Ltd. ("Chambal") and "on a slump sale basis". The relevant Business Purchase Agreement was executed between the Company and Chambal (hereinafter collectively called as "the parties") on 30th June, 2015, detailing broad terms and conditions of the proposed acquisition. The aggregate value of the said purchase of BTM is worked out to Rs.232.63 Crores (including net current assets) subject to closing and other adjustments, if any.

With reference to this Company, Chambal is a Related Party pursuant to Clause 49 of the Listing Agreement, read with Section 2(76) of the Companies Act, 2013 by virtue of Shri C. S. Nopany, Executive Chairman of the Company being a Director in Chambal and holding more than 2% of equity share capital of Chambal, along with his relatives.

In terms of the applicable provisions of the Companies Act, 2013 (including, but not limited to section 188 and the rules made thereunder), certain transactions with related parties require the prior approval of the shareholders of the Company by way of a special resolution, provided that such requirement does not apply to any transaction entered into by the Company in its ordinary course of business and on an arm's length basis. However, the equity listing agreements ('Listing Agreement') entered into by the Company with BSE Limited, and the National Stock Exchange of India Limited, and the applicable circulars and regulations issued by the Securities and Exchange Board of India ('SEBI'), any 'material related party transaction', requires the approval of the shareholders of the Company by way of a special resolution. For this purpose, a material transaction is defined as a transaction which individually or together with previous transactions in a given financial year with a related party, exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company. The proposed transaction of purchase of BTM from CFCL falls within the ambit of 'Material Related Party Transaction' as per clause 49 of the Listing Agreement and 'Policy on Related Party Transactions' of the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of the Notice for Purchase of Birla Textile Mills from Chambal. The members who are related parties/deemed related parties with reference to the Company, are required to abstain from voting on the Resolution.

Based on the valuation report dated March 12, 2015 of Jitendra K. Agarwal and Associates, Chartered Accountants and fairness opinion dated March 13, 2015 of Sobhagya Capital Options Ltd. Merchant Bankers and other factors; and recommendations of the Strategy Committee and Audit Committee of the Board, the Board of Directors have approved, subject to approval of the shareholders and other requisite approvals, purchase of BTM from CFCL, together with all its assets and liabilities/ obligations of whatsoever nature and transfer of its employees to the Company, as a going concern on slump sale basis with effect from April 1, 2015.

The Competition Commission of India has also accorded its approval to Company for the aforesaid transaction vide its letter dated June 9, 2015 read with order dated June 5, 2015.

The Company and CFCL have entered into a Business Purchase Agreement dated June 30, 2015 ('Business Purchase Agreement') for purchase of BTM from CFCL for a consideration of Rs.232.63 crore less term loans from banks outstanding as on April 1, 2015 which are being transferred as part of BTM (subject to closing and other adjustments) and other terms and conditions, as contained in Business Purchase Agreement. The transaction is also subject to fulfilment of certain conditions precedent as contained in the Business Purchase Agreement.

The other relevant information for the present transaction is as follows:

1.	Name of related party	:	Chambal Fertilisers and Chemicals Limited
2.	Name of Director or key managerial personnel who is related	:	Mr. Chandra Shekhar Nopany, Director
3.	Nature of relationship	:	Mr. Chandra Shekhar Nopany, a director of the Company is also a director of CFCL and he and his relatives hold more than 2% of the paid-up share capital of CFCL. Thus, CFCL will fall within the ambit of 'Related Party' of the Company.
4.	Nature, material terms, monetary value and particulars of contract or arrangement	:	<p>Purchase of textiles business from CFCL (i.e. BTM) by the Company as a going concern on slump sale basis.</p> <p>The broad terms of the Business Purchase Agreement are as follows:</p> <ol style="list-style-type: none"> 1. The total consideration payable by the Company to CFCL for the purchase, grant, assignment, transfer and delivery of BTM is Rs. 232,63,00,000 (Rupees Two Hundred Thirty Two Crore and Sixty Three Lac only) less term loans transferred as part of BTM (subject to closing and other adjustments). Working capital loans in BTM books outstanding as on Appointed Date shall be retained or repaid by CFCL. 2. Appropriate indemnity is being provided to the Company for claims and litigations (including labour related matters, if any) which may arise on or after April 1, 2015.
5.	Any advance paid or received for the arrangement, If any.	:	The Company has paid an advance of Rs. 5 Crore to CFCL. If the conditions precedent are not fulfilled on or before September 30, 2015 or such other date as may be mutually agreed between the Company and CFCL, the Business Purchase Agreement may be terminated by either party by giving 30 (thirty) days' notice in writing to the other party. In the event of such termination, CFCL shall refund the advance payment of Rs. 5 Crore to the Company without any interest within 7 days of such termination.

The documents referred to in the Notice and the Explanatory Statement i.e. (a) the Business Purchase Agreement, (b) copies of the letter dated June 9, 2015 and order dated June 5, 2015