

sutlej

textiles and industries limited

(CIN: L17124RJ2005PLC020927)

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

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

Email: stil.investor_grievance@sutlejtextiles.com **website:** www.sutlejtextiles.com

Dear Members,

Invitation to attend the Annual General Meeting on 22nd August, 2019

You are cordially invited to attend the Fourteenth Annual General Meeting of the Company, to be held on Thursday, 22nd August, 2019 at 3.00 p.m. at the Registered Office at Pachpahar Road, Bhawanimandi 326 502 (Rajasthan).

The notice convening the Annual General Meeting is attached herewith.

Your Company will be providing return transport facility at 2.00 p.m. from Bhawanimandi Railway Station (East), Pachpahar Road, Dist. Jhalawar (Rajasthan), to reach the meeting venue comfortably.

Those of you who wish to avail of this facility are requested to get confirmation to this effect on the following number: (07433) 222082 (Contact Person: Corporate Secretarial Team).

You may also send your request by email to hoffice@sutlejtextiles.com. Your requests must reach us latest by 20th August, 2019.

Yours truly,

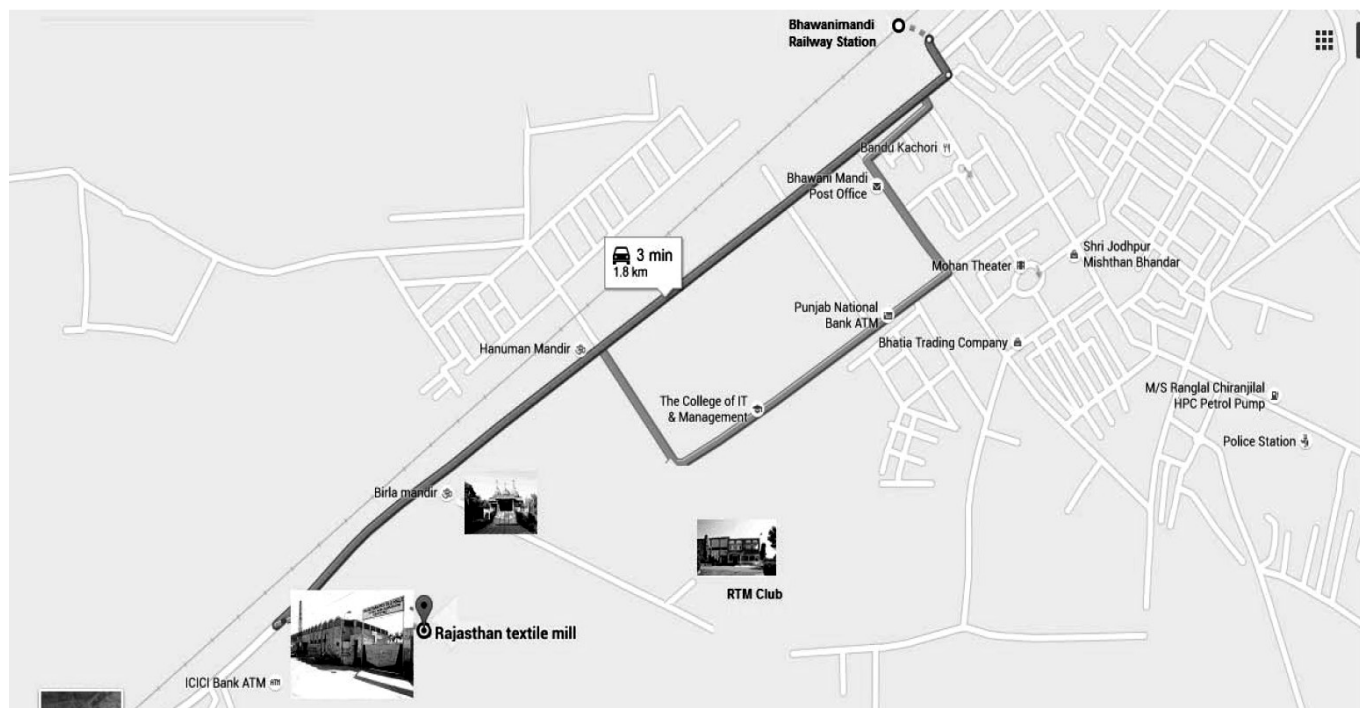
Manoj Contractor

Company Secretary and Compliance Officer
Sutlej Textiles and Industries Limited

Place : Mumbai

Date : 09th May, 2019

ROUTE MAP



SUTLEJ TEXTILES AND INDUSTRIES LIMITED

(CIN: L17124RJ2005PLC020927)

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

Email: stil.investor_grievance@sutlejtextiles.com **website:** www.sutlejtextiles.com

NOTICE is hereby given that the Fourteenth Annual General Meeting of the shareholders of Sutlej Textiles and Industries Limited, will be held on Thursday, 22nd August, 2019 at 3.00 p.m. at the Registered Office of the Company at Pachpahar Road, Bhawanimandi 326 502 (Rajasthan) to transact the following business:

A. AS ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone Audited Financial Statements of the Company as at 31st March, 2019, together with the Reports of the Auditors and Directors thereon.
2. To receive, consider and adopt the consolidated Audited Financial Statements of the Company as at 31st March, 2019, together with the Reports of the Auditors thereon.
3. To declare Dividend, if any.
4. 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.

B. AS SPECIAL BUSINESS:

Item no. 5

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 148 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, M/s K. G. Goyal & Associates who have been appointed as the Cost Auditors of the Company and its units, be paid the remuneration as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the appointment of M/s. K. G. Goyal & Associates as Cost Auditors (the “Cost Auditor”) shall also extend to all such unit/s as may be owned by the Company during 2019-20; and shall be on such remuneration as may be mutually agreed between the Company and the Cost Auditor, subject to the recommendation of the Audit Committee and the approved resolution of the Board in this behalf.

RESOLVED FURTHER THAT the Board 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. 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Ashok Mittal (DIN 00016275), who was appointed as an Additional Director w.e.f. 05th February, 2019 at the meeting of the Board of Directors and who holds office under Section 161(1) of the Act upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed, w.e.f. the date of this meeting, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one Director and / or the Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give 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 Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Umesh Kumar Khaitan (DIN 01180359), who was appointed as an Independent Director and who holds office as an

Independent Director upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd August, 2019 for a second term of 5 (five) consecutive years as an Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any one Director and / or the Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give 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 the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Amit Dalal (DIN 00297603), who was appointed as an Independent Director and who holds office as an Independent Director upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd August, 2019 for a second term of 5 (five) consecutive years as an Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any one Director and / or the Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rajan Dalal (DIN 00546264), who was appointed as an Independent Director and who holds office as an Independent Director upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd August, 2019 for a second term of 5 (five) consecutive years as an Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any one Director and / or the Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item no. 10

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rajiv Podar (DIN 00086172), who was appointed as an Independent Director and who holds office as an Independent Director upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 23rd August, 2019 for a second term of 5 (five) consecutive years as an Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any one Director and / or the Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt Sonu Bhasin (DIN 02872234), who was appointed as an Independent Director and who holds office as an Independent Director upto 06th May, 2020, and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 07th May, 2020, for a second term of 5 (five) consecutive years, not liable to retire by rotation.

RESOLVED FURTHER THAT any one Director and / or the Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 12

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

"RESOLVED THAT in accordance with the provisions of Sections 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, permissions and sanctions, consents and / or permissions required under the Foreign Exchange Management Act, 1999, the Securities and Exchange Board of India ("SEBI") regulations including Securities Contracts (Regulation) Act, 1956, the SEBI Act, 1992, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, ("Debt Listing Regulations") and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, or any other applicable law or regulations of such other appropriate authorities, institutions or bodies, as the case may be, and subject also to such terms, conditions and modifications as may be prescribed or imposed while granting such approvals, sanctions, permissions and 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 which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches and in consultation with the Lead Managers and / or Underwriters and / or other Advisors, Convertible Bonds, Fully Convertible Debentures (FCDs), Partly Convertible Debentures (PCDs), Optionally Convertible Debentures (OCDs) and / or securities convertible into Equity Shares at the option of the Company or the holders thereof and / or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares and / or Bonds or Foreign Currency Convertible Bonds or securities through Global Depository Receipts, American Depository Receipts and / or Non-Convertible Debentures (hereinafter collectively referred to as "the Securities") to such Indian or Foreign Institutional Investors / Foreign Mutual Funds / Overseas Corporate Bodies / Foreigners / other Foreign parties / Indian Financial Institutions / Alternative Investment Funds / Qualified Institutional Buyers / Companies / individuals / other persons or investors, whether or not they are members of the Company and / or by any one or more or a combination of the above modes / methods or otherwise by offering the Securities in the international market comprising one or more countries or domestic market or in any other approved manner through Prospectus and / or Offering Letter or Circular and / or on private placement basis as may be deemed appropriate by the Board, such offer, issue and allotment to be made at such time or times at such issue price, face value, premium amount on issue / conversion of securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listing on one or more stock exchange in India and / or abroad and in such manner and on such terms and conditions as the Board may think fit, for an aggregate amount (inclusive of such premium as may be fixed on the Securities) not exceeding Rs. 500 crore (Rupees Five Hundred crore only), with power to the Board to settle details as to the form and terms of issue of the Securities, and all other terms, conditions and matters connected therewith or difficulties arising therefrom.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the provisions of Foreign Exchange Management Act, 1999 and Regulations thereunder, the Board of Directors may at their absolute discretion create, issue, offer and allot equity shares or non-convertible debt instruments along with warrants and convertible securities other than warrants ("Eligible Securities") up to an amount of Rs. 500 crore (Rupees Five Hundred crore only) inclusive of such premium, as specified above, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations) pursuant to qualified institutional placements ("QIP"), as provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of QIP Issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be –

1. In case of allotment of Equity Shares, the date of meeting in which the Board decides to open the proposed issue.
2. In case of allotment of convertible Eligible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depositary Receipts ("ADRs"), Global Depositary Receipts ("GDRs"), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depositary Receipt Mechanism) Scheme, 1993 as amended and Companies (Issue of Global Depositary Receipts) Rules, 2014 and other applicable regulations, the relevant date for the purpose of pricing the Equity Shares 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 after the date 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 authorized 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, GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue and allot such number of additional equity shares as may be required in pursuance of the above issue and that the additional equity shares so allotted shall rank in all respects pari passu with the existing equity shares of the Company save that such additional equity shares shall carry the right to receive dividend as may be provided under the terms of the issue / offer and / or in the offer documents.

RESOLVED FURTHER THAT the Company may apply for listing of the new Equity Shares that may be issued with the BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or a Committee thereof, be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities / parties involved in such issues in India and / or abroad and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable including, if necessary, for creation of such mortgage and / or charges on all or any of the Company's immovable and / or movable assets, both present and future in respect of the Securities on the whole or in part of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 and to execute such documents or writing as maybe considered necessary or proper and incidental to this resolution and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities as it may deem fit without being required to seek any further consent or approval of the 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 including for issue of any related securities as a condition of the issue of the said Securities as also for securing the said Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Board be and is hereby authorised to do all such acts and deeds, execute such documents, appoint such intermediaries, bankers, consultants in order to give effect to the aforesaid resolutions and is also empowered to delegate all or any of the powers herein conferred to any Committee of Directors and / or any Whole-time Director and / or any Officer(s) of the Company."

By Order of the Board
For Sutlej Textiles and Industries Limited

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

Place: Mumbai
Date: 09th May, 2019

NOTES FOR MEMBERS' ATTENTION

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. 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 as proxy and such person cannot act as a proxy for any other person or shareholder.
3. 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.
4. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses to be transacted at the AGM as set out in the Notice, is annexed hereto.
6. Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, (Listing Regulations) , and the relevant provisions of the Companies Act, 2013 (the Act), the record date fixed for the purpose of Dividend entitlement is Wednesday, 21st August, 2019.
7. The Final Dividend for the financial year ended 31st March, 2019, as recommended by the Board, if approved at the AGM, will be paid on or after 27th August, 2019 to those members whose name appears in the Register of Members of the Company as on the record date.
8. Pursuant to provisions of Section 124(5) of the Act, dividends which remains unclaimed / un-encashed for a period of 7 years is 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 Act. Therefore, shareholders who have not encashed their dividend for the financial year 2011-12 to 2017-18 should lodge their request for the same with the Registrar and Transfer Agents of the Company (RTA) or the Company. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all the shareholders whose shares were due to be transferred to the IEPF Authority and after publishing newspaper advertisement, have transferred the shares pertaining to those shareholders who had not encashed their dividends for 7 consecutive years to the IEPF Authority. The list of the shareholders whose shares have been transferred to the IEPF Authority is available on the website of the Company at www.sutlejtextiles.com. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 31st August, 2018 (date of last AGM) are available on the website of the Company www.sutlejtextiles.com. The members whose dividend / shares are transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund procedure as detailed on the website of the IEPF Authority [http:// www.iepf.gov.in/](http://www.iepf.gov.in/).
9. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is mandatory for all the security holders to register their Permanent Account Number (PAN) and Bank Account Details.

Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the member. The said details will also be required in the following cases viz. deletion of name, transmission of shares and transposition of shares. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
10. Shareholders desirous of availing the facility of Electronic Credit of dividend are requested to fill up NECS form attached to this notice and return the same duly filled and signed alongwith a photocopy of a leaf of their cheque book bearing bank account number, on or before 14th August, 2019. 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 14th August, 2019. For shares held in physical form, the same should be sent to the Company/ RTA for appropriate action.
11. Particulars pursuant to Regulation 36(3) of Listing Regulations, pertaining to the Directors being appointed / re-appointed are annexed hereto to this notice.

12. Members of the Company had approved the appointment of M/s. BSR & Co. LLP, Chartered Accountants, as the Statutory Auditors at the Twelfth AGM of the Company which is valid till the Seventeenth AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
13. Electronic copy of the Notice of the 14th AGM 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 IDs are registered with the Company / Depository Participant(s) and physical copy is being sent to those members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
14. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd.**, RTA of the Company at their address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, rnt.helpdesk@linkintime.co.in, 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, if received physically and those who have received the Annual Report and Notice in electronic mode may request the same at the Registration Counter at the AGM.
 - 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 change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.
16. The route map for easy location of the venue of AGM is given with the Notice. The Notice of AGM (including the route map) and Annual Report 2018-19 will be available on the website of the Company at www.sutejtextiles.com
17. **No Gifts in AGM**
The members may kindly note that no gifts, gift coupons or any benefit in lieu of gifts, will be distributed at or in connection with the AGM.
18. The instructions and other information relating to voting through electronic means is given hereunder:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("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 AGM and members attending the meeting and 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 19th August, 2019 (9:00 am) and ends on 21st August, 2019 (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 14th August, 2019, 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 is as under:
 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschouhanr007@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
 4. 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).
- VI. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of 14th August, 2019.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after 19th July, 2019 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 14th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ashok.sherugar@linkintime.co.in
- VIII. 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.
- IX. Mr. Rajendra Chouhan of M/s. R. Chouhan & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process to ensure it is conducted in a fair and transparent manner.
- X. The Chairman at the AGM, at the end of discussion on the resolutions on which voting is to be held, shall allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper / Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the AGM or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sutlejtextiles.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting 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

Manoj Contractor
Company Secretary and Compliance Officer
Membership No. A11661

Place: Mumbai
Date: 09th May, 2019

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

The following statement sets out all material facts relating to Item nos. 5 to 12 mentioned in the accompanying Notice.

Item no. 5

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, (Firm Registration No. 000024), as the Cost Auditors 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); (c) Birla Textile Mills, Baddi, (H.P.); (d) Damanganga Home Textiles, Bhilad, (Guj.) and (e) Damanganga Process, Bhilad, (Guj.) for the financial year 2019-20, at a fee of Rs. 1,80,000/- subject to tax deductible at source (TDS), plus Goods and Services Tax, etc., as applicable, apart from certifications and other out of pocket expenses, as remuneration for cost audit services for the financial year 2019-20.

The appointment of M/s. K. G. Goyal & Associates as Cost Auditors shall also extend to all such applicable unit/s as may be owned 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 Companies Act, 2013 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. 5 of the Notice for approval of the proposed remuneration to the Cost Auditors for the financial year ending 31st March, 2020. The Board recommends the ordinary resolution for approval by the shareholders of the Company.

None of the directors / key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

Item no. 6

Shri Ashok Mittal (DIN 00016275) was appointed as an Additional Director at the Board meeting held on 05th February, 2019. The term of his office extends upto the date of this Annual General Meeting (AGM). Notice as per the provisions of Section 160 of the Companies Act, 2013 has been received in writing from a member proposing the candidature of Shri Ashok Mittal for the office of Director of the Company.

Shri Mittal has done his Post Graduation from International Management Institute in India. He also holds a BA degree in Physics and Mathematics from The College of Wooster in the U.S.A.

He has an experience of about 25 years in mergers & acquisitions, structured financing, equity & debt capital markets, privatisations and corporate restructuring and has served as a Partner - Head of Mergers & Acquisitions at KPMG and Managing Director - Head of Investment Banking at Rabo, UBS, Lehman Brothers and HSBC.

Having regard to his background and wide experience, the appointment of Shri Ashok Mittal will be in the best interest of the Company.

In the opinion of the Board, Shri Mittal fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as a Director of the Company. Shri Mittal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft letter for appointment of Shri Mittal as a Director would be available for inspection to the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution for appointment of Shri Mittal as a Director, for the approval by the shareholders of the Company.

Save and except Shri Mittal none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice.

Item nos. 7, 8, 9 and 10

Shri Umesh Kumar Khaitan (DIN 01180359), Shri Amit Dalal (DIN 00297603), Shri Rajan Dalal (DIN 00546264) and Shri Rajiv Podar (DIN 00086172) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to the date of this Annual General Meeting of the Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri Umesh Kumar Khaitan, Shri Amit Dalal, Shri Rajan Dalal