

ABSTRACT UNDER SECTION 302 OF THE COMPANIES ACT 1956

To,
The Members,
Sutlej Textiles and Industries Limited

The Board of Directors of the company (the Board), at its meeting held on January 28, 2014, appointed Mr. Dilip Kumar Shrichand Ghorawat (DIN No. DIN 06798495), [hereinafter Mr. Dilip Ghorawat], as Whole-time Director for a period of 3 (three) years with effect from 28.01.2014 till 27.01.2017, on terms and conditions, including as to remuneration, as recommended by the Remuneration Committee of the Board.

Mr. Dilip Ghorawat, aged about 50 years, joined Sutlej Textiles and Industries Limited on 16th September, 2013. He was designated Chief Financial Officer (CFO) of the Company on 7th October, 2013. He is a member of the Institute of Chartered Accountants of India and has 24 years of working experience with companies.

He was appointed Additional Director of the Company w.e.f. 28.01.2014 under Section 260 of the Companies Act, 1956 (the Act) and as Whole-time Director for a period of 3 (three) years with effect from 28.01.2014 till 27.01.2017. The appointment will be subject to the approval of the shareholders in the forthcoming Annual General Meeting.

As required under Section 302 of the Act, an abstract of the main terms and conditions of his appointment together with the memorandum of concern or interest, is given below:

I	Period of Appointment	For a period of 3 years from the date of his appointment that is from 28.01.2014 till 27.01.2017.
II	Designation	Whole-time Director & Chief Financial Officer
III	Powers & Responsibilities	Mr. Dilip Ghorawat will exercise such powers and duties as may be entrusted to him by the Board from time to time.
IV	(a) Basic Salary	Rs. 2,65,000/- per month (in the range of Rs.2,65,000-Rs. 4,00,000, per month), with such Annual/other increments within the aforesaid range as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time.
	(b) House Rent Allowance	Not exceeding Rs.1,25,000/- p.m.
	(c) Car	The Company shall reimburse Mr. Dilip Ghorawat expenses towards car, fuel, maintenance and driver expenses.
	(d) Perquisites	In addition to Basic salary payable, Mr. Dilip Ghorawat shall also be entitled to perquisites such as medical reimbursement, leave travel concession for self and family, and personal accident insurance in accordance with the rules of the Company or as may be agreed to by the Board of Directors or its Committee thereof.
	(e) Telephone, internet use etc.	The Company shall provide telephone and other communication facilities (for official business)

Explanation:

- Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost to the Company.
- For the purpose of perquisites stated hereinabove, 'family' means the spouse, dependent children and dependent parents of the appointee.




Mr. Dilip Ghorawat will also be entitled to the following, as per rules of the Company or as approved by the Board of Directors which will not be included in the computation of the ceiling on remuneration above.

V. Provident Fund

Contribution to Provident Fund subject to the maximum of 12% of the prevailing annual Basic Salary. Such contribution will not be included in the computation of the ceiling on perquisites to the extent these are not taxable under the Income Tax Act, 1961.

VI. Other Benefits:

1. Gratuity payable as per The Payment of Gratuity Act, 1972.
2. Encashment of leave as per rules of the Company.
3. Such other benefits as may be decided by the Board or its Committee from time to time.

The amount of Perquisites payable to Mr. Dilip Ghorawat may be decided / varied by the Board of directors or its Committee, from time to time as it may deem fit in its absolute discretion; provided that the total remuneration consisting of Salary, Perquisites and Other benefits paid to Mr. Dilip Ghorawat as whole-time director shall not exceed the limit stipulated in section 309 of the Companies Act 1956, i.e. five percent of the net profits of the Company computed in the manner laid down in section 349 of the Act.

VII. Minimum Remuneration

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate by way of salary, perquisites or any other allowance as specified above or within the applicable limit stipulated in Section II, Part II, Schedule XIII, whichever is higher.

VIII. Other Terms and Conditions:

- (i) The Board of Directors of the Company may alter the terms and conditions of the said appointment from time to time, at its discretion, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto.
- (ii) Mr. Dilip Ghorawat shall not be paid any sitting fees (for attending the meetings of the Board of Directors or Committee thereof) or Commission u/s 309 (as the same is payable under article 129 to directors not in the wholetime employment of the Company).
- (iii) He shall not, so long as he function as such, become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company in future without prior approval of the Central Government.
- (iv) The agreement may be terminated by either party by giving not less than 60 days prior notice in writing in that behalf to the other party or 60 days salary in lieu thereof and on the expiry of the period of such notice the Agreement/s shall stand terminated.

MEMORANDUM OF CONCERN OR INTEREST

Apart from Mr. Dilip Ghorawat, who would be interested in his appointment and remuneration, none of the other Directors is concerned or interested in the aforesaid appointment.

By Order of the Board
For Sutlej Textiles and Industries Limited
D.R.Prabhu
Company Secretary



Place : Mumbai
Dated : January 28, 2014

