sutlej
textiles and industries limited

SUTLEJ TEXTILES AND INDUSTRIES LIMITED
Lotus Corporate Park, 'E' Wing, 5th/6th Floor,
185/A, Graham Firth Compound, Near Jay Coach,
Goregaon (East), Mumbai - 400 063.
Phone : (022) 4219 8800 Fax : (022) 4219 8830
E-mail : info@rtmyarn.com Website : www.sutlejtextiles.com
CIN No. : L17124RJ2005PLC020927

STIL/ September 14, 2016

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

Dear Sirs,

Pursuant to the provisions of Regulation 30 of the Listing Regulations, 2015, We enclose herewith a Copy of the Minutes of proceedings of the 11th Annual General Meeting of the Company held on 27th August, 2016.

You are requested to kindly take a note of the above.

Thanking you

Yours Faithfully,
For SUTLEJ TEXTILES AND INDUSTRIES LIMITED

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

SUTLEJ TEXTILES AND INDUSTRIES LTD. Bhawanimandi (RAJ.)

Encl: a/a

SUTLEJ TEXTILES AND INDUSTRIES LIMITED

Proceedings of the Eleventh Annual General Meeting of the Shareholders of Sutlej Textiles and Industries Limited held at the Registered Office of the Company at Pachpahar Road, Bhawanimandi, Rajasthan - 326502 on Saturday, 27th August, 2016 at 3.00 P.M. and concluded at 4.45 P.M.

PRESENT:

Directors/KMPs Present:-

Present in Person:-

1. Shri Dilip Ghorawat– Whole Time Director and CFO.
2. Shri D. R. Prabhu - Company Secretary and Compliance Officer.

Through Video Conferencing:-

3. Shri Rajan Dalal, Director & Chairman of the Audit Committee of the Board & Member of Nomination & Remuneration Committee of the Board.
4. Shri Amit Dalal, Director & Chairman of the Stakeholders' Relationship Committee of the Board, Member of the Audit Committee and Member of Corporate Social Responsibility Committee.
5. Shri Mahmoodur Rahman, Director & Member of Audit Committee of the Board and Member of Corporate Social Responsibility Committee

IN ATTENDANCE

1. Shri S.S.Maheshwari- Executive President, Unit Rajasthan Textile Mills.
2. Shri S.N.Sharma respresenting the Statutory auditors, M/s Singhi & Company, New Delhi;
3. Shri Rajendra Chouhan, Secretarial Auditor & Scrutinizer appointed by the Board for the business proposed to be conducted through poll and e-voting at the 11th Annual General Meeting.

MEMBERS/SHAREHOLDERS PRESENT:-

Sr. No	Name of Shareholders	For	No. of Shares held on cut-off date i.e. 20th August, 2016
1	MAHESH KUMAR SHARMA	Self	1
2	DILIP KUMAR JAIN	"	4
3	MANOJ KUMAR JAIN	"	1
4	OM PRAKASH KHANDELWAL	"	1
5	SHANTI MAL JAIN	"	127
6	SANTOSH GUPTA	"	83
7	MOHAN LAL BHARADIA	"	15
8	SITARAM NAWAL JOINTLY WITH SAROJ NAWAL	"	70
9	KAILASH CHAND PUROHIT	"	33
10	SHYAM MANOHAR GUPTA	"	3
11	CHANDRA SHEKHAR VYAS	"	1
12	PUSHPA MANTRI JOINTLY WITH BAL KISHAN MANTRI	"	10
13	NAND KISHORE LAKHOTIA	"	187
14	DINESH KUMAR JAIN	"	37
15	ASHA SHARMA	"	3
16	HARISH KUMAR GUPTA	"	1
17	KRISHNA DEVI TIWARI	"	27

CHAIRMAN'S INITIAL

(a) **IN PERSON**

18	VINOD KUMAR GUPTA	"	5
19	GANGA GUPTA	"	25
20	RAJENDRA KUMAR MANDORA	"	15
21	SANJAY KUMAR JAIN	"	3
22	RANCHHOD LAL GUPTA	"	7
23	PRACHI JAIN	"	1
24	VINOD RATHI	"	9
25	HASMUKH BHAI PATEL	"	1
26	ABHAY KUMAR JAIN	"	1
27	AKSHAYA KUMAR JAIN JOINTLY WITH USHA JAIN	"	6
28	PREETI JAIN	"	1
29	MUKESH KUMAR RATHORE	"	1
30	CHETAN PRAKASH SONI	"	1
31	ANURADHA SONI	"	1
32	JAGDISH CHANDRA SHARMA	"	1
33	MAHAVIR PRASAD JAIN JOINTLY WITH MRS. USHA JAIN	"	1
34	RITESH GANG	"	3
35	DEEPAK JAIN JOINTLY WITH CHANDRA JAIN	"	1
36	CHANDRA JAIN	"	1
37	ABHAY KUMAR JAIN	"	66
38	ABHA JAIN	"	1
39	SHIV SHANKAR MAHESHWARI	"	75
40	OM PRAKASH GUPTA	"	2
41	LEELA DEVI PORWAL	"	2
42	SANGEETA GUPTA	"	50
43	JAGDISH CHAND PORWAL	"	6
44	NILA MADHU	"	58
45	ABHAY KUMAR NAHAR	"	15
46	ALKA GOYAL JOINTLY WITH RAJENDRA GOYAL	"	222
47	PANKAJ JAIN	"	1
48	ANAND GUPTA	"	15
49	KAMLESH VYAS	"	30
50	CHANDRA KANTA JETHALIA	"	7
51	RAJENDRA GOYAL JOINTLY WITH ALKA GOYAL	"	7
52	NITI SAGWARIA	"	52
53	SHYAM BIHARI SHARMA	"	1
54	RAM BABU GUPTA	"	8
55	OM PRAKASH MUNDRA	"	255
56	USHA M JAIN JOINTLY WITH MAHAVIR PRASAD JAIN & JITENDRA KUMAR JAIN	"	75
57	SUDHA SHARMA	"	1
58	BAL KISHAN MANTRI JOINTLY WITH PUSHPA MANTRI	"	1
59	KAILASH CHANDRA JAIN	"	1
60	RADHIKA GUPTA	"	1
61	ANIL KUMAR GUPTA JOINTLY WITH VEENA GUPTA	"	6
62	ANTIMA MUNDRA	"	1
63	KRISHNA BIHARI GOSWAMI	"	1
64	KAMLESH GUPTA	"	18
65	MAHAVIR PARMAR	"	75
66	SHALENDRA GUPTA	"	1
67	GAUTAM AHUJA	"	1
68	SARVESHWAR MAHESHWARI	"	4

CHAIRMAN'S INITIAL

69	RAJENDRA KUMAR CHAUDHARY JOINTLY WITH JAYA CHOUDHARY	"	100
70	MR.KRISHAN GOPAL JETHLIA	"	7

b) THROUGH AUTHORISED REPRESENTATIVE U/S.113(1) OF THE COMPANIES ACT, 2013

Sr.No.	Name of Authorized Representative	Name of the Shareholder	No. of Shares held on cut-off date i.e. 20th August, 2016
1.	D. R. Prabhu	Uttar Pradesh Trading Co. Limited	3041697
2.	Krishan Gopal Jethlia	Sonali Commercial Limited	28435

c) THROUGH PROXY

Sr. No.	Name of Proxy Holder	Name of the Shareholder	No. of Shares held on cut-off date i.e. 20th August, 2016
1.	Sachin Sagwaria as proxy for:	SIL Investments Limited	75000
2.	Chandra Kanta Jethlia as proxy for:	Sanjeev Vinodchandra Parekh	600
		Sanjeev Vinodchandra Parekh Jointly with Vinodchandra Mansukhlal Parekh	150
		Sanjeev Vinodchandra Parekh Jointly with Daksha Sanjeev Parekh	87594
		Kumarpal Mansukhlal Parekh	300
		Kumarpal Mansukhlal Parekh Jointly with Sanjeev Vinodchandra Parekh	1387
		Sangita Kumarpal Parekh Jointly with Kumarpal Mansukhlal Parekh	7350
		Chandrika Vinodchandra Parekh Jointly with Vinodchandra Mansukhlal Parekh	22581
		Pushpa Mansukhlal Parekh Jointly with Sanjeev Vinodchandra Parekh	99
		Daksha Sanjeev Parekh Jointly with Sanjeev Vinodchandra Parekh	13948
		Pranav Kumarpal Parekh Jointly with Sanjeev Vinodchandra Parekh	59349
		Jitendra Mansukhlal Parekh Jointly with Kumarpal Mansukhlal Parekh & Sanjeev Vinodchandra Parekh	7020
		Jitendra Mansukhlal Parekh	11496
3	M.P. Jain as proxy for:	Vinodchandra Mansukhlal Parekh Jointly with Sanjeev Vinodchandra Parekh	180154
		Vinodchandra Mansukhlal Parekh	6466
		Vinodchandra Mansukhlal Parekh	16482
4	A.K.Jain as proxy for:	PIC Realcon Ltd.	114309
		Bhumika K Mehta Jointly with Ketan H Mehta	5673
		Ketan H Mehta Jointly with Bhumika K Mehta	28609
		Culair (India) Pvt.Ltd.	150
		Tvisha Mehta	1195
		Ritvi Mehta	150
		Play-Fair Capital And Investment (P) Ltd.	168255
5	Nilesh Mantri as Proxy for:	Kailash Mantri	7
6	Ram Bilas Varma as proxy for:	Abhansh Jain	1

CHAIRMAN'S INITIAL

7	Chain Ram Patidar as proxy for:	Sh.Hasmukh Patel Mrs. Pallavi H. Patel	105
8	Mahendra Gangwal as Proxy for:	Sheetal Gangwal	5
9	Vibha Gang as Proxy for:	Yashvant Singh Gang	109
10	Brij Mohan Joshi as Proxy for:	Vijay Vashishtha	3
11	Paras Kumar Jain as Proxy for:	Kiran Jain	3
12	Rajesh Kumar Pamecha as Proxy for:	Madhu Lata Pamecha	1
13	Manish Chaudhary as Proxy for:	Chandan Bala Chaudhary	3
14	Dhirendra Chaudhary as Proxy for:	Jaya Chaudhary	107
15	Seema Baldva as Proxy for:	Ravi Baldva	1
16	Avadesh Sharma as Proxy for:	Rajni Shotriya	1
17	Akhilesh Gupta as Proxy for:	Nilesh Shotriya	2
18	Vijay Jangid as Proxy for:	Veena Shotriya	2
19	Harsh Goyal as Proxy for:	Kailash Chand Goyal Pushpa Devi Goyal	1
20	Ravindra Gupta as Proxy for:	Anil Kumar	1
21	S.N. Sharma as Proxy for:	Nisha Sharma	6
22	Navedita Maheshwari as Proxy for:	Annpurna Baheti Shri Kishan Baheti	2
23	Ankit Kumar as Proxy for:	Purshottam Das Khandelwal	22
24	Takhatmal Jain as Proxy for:	Kamla Devi Jain Shantimal ji Jain	105
25	Naman Choudhary as Proxy for:	Beena Choudhary	41
26	Yashesh Upadhyay as Proxy for:	Anjana Khandelwal	75
27	R.S. Kacholia as Proxy for:	Dinesh Kacholia	75
28	Ruchil Gandhi as Proxy for:	Manohar Khandelwal Hemant Khandelwal	67
29	Prashant Chandak as Proxy for:	Asha Mundra	1

1. CHAIRMAN FOR THE MEETING

Before commencing the proceedings of the meeting, the Secretary Shri D.R.Prabhu extended a warm and hearty welcome to Shri Dilip Ghorawat (Wholetime Director & CFO), Shri S.S.Maheshwari, Shri S.N.Sharma, Representative of Statutory Auditors, M/s Singhi & Co.; Shri Rajendra Chouhan, P.C.S appointed as Scrutinizer for this meeting and the esteemed Shareholders of the Company at the Eleventh Annual General Meeting of the Company.

The Secretary also extended a warm and hearty welcome to following Directors who were present through video conferencing from Mumbai:-

1. Shri Rajan Dalal, Chairman of the Audit Committee of the Board & Member of Nomination & Remuneration Committee of the Board.

CHAIRMAN'S INITIAL

2. Shri Amit Dalal, Chairman of the Stakeholders' Relationship Committee of the Board, Member of the Audit Committee and Member of Corporate Social Responsibility Committee.
3. Shri Mahmoodur Rahman, Member of Audit Committee of the Board and Member of Corporate Social Responsibility Committee

The Company Secretary declared that 70 Members holding 1854 Equity Shares were present in person, 48 Members holding 809063 Equity Shares were present through their 29 Proxies and 2 Members Holding 3070132 were present through their 2 Authorized Representative. Folio No. of each of the Members and their holding as on cut-off date of 20.08.2016 is available in the Attendance Register for the Meeting. He further stated that the requisite quorum was present (in terms of Section 103 of the Companies Act, 2013), and called the meeting to order.

The Company Secretary stated that the Annual Report for the Year 2015-16 had been couriered to all the Members and also emailed to those Members where the email addresses were registered with the Company. The Annual Report, the Register of Director's & KMP Shareholding, Auditor's Report, Secretarial Audit Report along with the other prescribed Statutory Registers & Reports of the Company as required under the Companies Act, 2013 & Secretarial Standards were open and accessible/ available for inspection throughout the continuance of the meeting to any person, entitled to attend the meeting.

The Secretary informed the members that Shri U.K.Khaitan, Chairman of Nomination and Remuneration Committee of the Company had conveyed his inability to attend the meeting. and had therefore authorized Shri Rajan Dalal, a Member of Nomination and Remuneration Committee of the Company, to attend the AGM to represent the Committee in compliance with the provisions of the Companies Act, 2013.

In his remarks, Shri Rajan Dalal, a Director and Chairman of the Audit Committee of the Board, expressed his regret that he could not make himself available at the meeting due to pressing pre-occupation, but offered to answer queries through video conferencing from shareholders in relation to accounts and allied matters as may be brought before the meeting by the shareholders.

As Shri C. S. Nopany, Chairman of the Board of Directors of the Company could not attend the Meeting, it was proposed that Shri Dilip Ghorawat, Wholetime Director and CFO of the Company may Chair the Meeting in his stead, pursuant to the provisions of Article 100 of the Articles of Association of the Company. The proposal was supported by a voice vote and without dissent by the Members present.

Thereafter Shri Dilip Ghorawat took the chair and conducted the proceedings of the meeting.

2. PROCEEDINGS OF THE MEETING

Chairman for the meeting Mr. Dilip Ghorawat, welcomed the dignitaries sitting on the dais. He further stated that there would be no voting by show of hands as the Company had provided the Members the facility to cast their votes electronically which started at 9.00 a.m. on August 23, 2016 and concluded at 5.00 p.m. on August 26, 2016, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided the facility to cast their votes at the meeting through physical ballots.

CHAIRMAN'S INITIAL

BOOK

The Chairman intimated the Members present that the Statutory Auditor's Report did not contain any qualification, observations or comments on any financial transaction or matter which have any adverse effect on the functioning of the Company. Further he read out some of the observations from the Secretarial Auditor's Report, which might be of interest to the Members.

In his address to the Members, the Chairman welcomed the members to the 11th Annual General Meeting of the Company and stated as follows:

QUOTE:

"It is my privilege to welcome you all at the 11th Annual General Meeting of the Company. The Directors' Report along with other statutorily required related papers and documents with respect to the year ended 31st March, 2016 are already with you for quite some time. With your permission, I shall take them as read.

I am pleased to present our performance for 2015-16 wherein the Company's revenues increased 20% and profit after tax strengthened 24%. I must assure you that given the diverse challenges that the sector and the company encountered, this profitable growth represents a validation of our strategic direction.

The Company began to focus on a long-term strategy whereby any decline in sectoral fortunes, would have at worst a minimal impact on its revenue and profits; whereas a sectoral rebound would immediately translate into an improved topline and bottomline.

The core of this counter-cyclical strategy was that we would:

- Maximise the production of value-added yarn varieties
- Accelerate capacity creation at the lowest cost in the shortest time
- Strengthen cost leadership, and
- Enhance capacity of fast-growing synergistic businesses (Home Textiles)

The year 2015-16 was an eventful year validating our strategic direction. During the year, Sutlej reported increased revenues and profits even while it was engaged in aggressive reinvestment with the objective to enhance capacity and sustain profit growth.

The Government has already started enacting policies that have galvanised investor confidence, undertaking various socio economic initiatives and enhancing ease of doing business – an index of investor-friendliness as per the norms set down by the World Bank. The government initiatives are expected to have far-reaching consequences and sow the seeds of sustainable economic development. The imminent roll out of the GST (Goods & Service Tax) is expected to emerge as one of the most significant economic reforms of this decade.

Global economic overview

The year 2015-16 was a challenging year. The global economy lacked momentum as developed economies continued to reel under the aftermath of the global financial crisis. Global economic growth was pegged at 3.1% in 2015, and is expected to grow to 3.2% in 2016 and 3.5 in 2017. The slowdown in emerging economies has been attributed to free falling commodity prices, re-balancing in China, plummeting oil prices and challenging macroeconomic factors.

CHAIRMAN'S INITIAL

BOOK

Oil prices saw a marked decline in September 2015, reflecting expectations of increase in production by OPEC members amid a steadily widening skew between global oil production and consumption and only modest increases expected in prices in 2016 and 2017. Prices of other commodities, especially metals, have fallen as well. The United States remains resilient, supported by improving financial conditions and strengthening housing and labour markets, but with dollar strength weighing all too heavily on manufacturing activity, investment in mining equipment segments has curtailed. According to World Bank estimates, China grew at an estimated 6.9% in 2015 and is pegged to grow at a rate of 6.7% in 2016 and 6.5% each in 2017 and 2018. Russia and Brazil are projected to remain in recession in 2016.

Although economies that are dependent on commodity exports may suffer, lower input prices for industry as well as lower fuel prices for households will provide a boost to aggregate demand and global growth. As per IMF, global growth is expected to strengthen from 2017 aided by the gradual increase in the global weight of fast-growing countries such as China and India.

Indian economic overview

India's growth will continue to be driven by private consumption, which has benefited from lower energy prices and higher real incomes. With the revival of sentiment and pickup in industrial activity, a recovery of private investment is expected to further strengthen growth.
Gaining momentum, India was positioned as the fastest growing major economy with a five-year high growth rate of 7.6 per cent for the full fiscal 2015-16 on robust manufacturing growth. Enthused by the impressive numbers for 2015-16, as against 7.2 per cent in previous fiscal, the government expects that the growth rate can go up to 8 per cent in the current fiscal on the back of good monsoon. The industry hopes that better monsoon and further reforms will help expand the economy at even a faster pace.

Sutlej's performance

At Sutlej, we had proactively prepared for a sectoral slowdown through an over-arching focus: stronger customer orientation. The Company studied emerging customer needs, worked closer with customers, developed new products and empowered customers to win in their respective markets through timely investments in business diversification, capacity increase and evolving product mix. Our revenue increase with enhancement in profit should be seen as positive achievements in this scenario.

We had also visualised that the most effective strategy to counter a business slowdown would lie in capacity addition and revenue growth. As the Company was exploring for inorganic growth in its spinning capacity, it acquired Birla Textile Mills (BTM) having a capacity for 83,376 spindles during the year. The BTM acquisition provided the Company operational spinning capacity and also benefited through adding new customers in the domestic and export markets.The result was that the Company reported an increase in profits, validating its acquisition and expansion priorities. The company is also enhancing the Company's overall capacity by 35,280 spindles in financial year 2016-17.

CHAIRMAN'S INITIAL

The larger volumes helped the Company effectively amortise fixed costs. Recognizing that capacity increase would alone not be enough; we reckoned that a churn in our yarn manufacturing capacity towards value-added yarn varieties would be in order. Accordingly, the Company increased the proportion of spindles dedicated to cotton blended and cotton mélange dyed yarns from 23% in 2011-12 to 29% in 2015-16. whereby the proportion of revenues derived from these premium yarns also increased. Some years ago, we invested in the manufacture of home textile products and now I am pleased to state that during the year under review, this nascent division turned around, providing us with the incentive to substantially scale its capacity across the foreseeable future.

The result of these initiatives was that overall capacity utilisation of Sutlej stands above 95% in 2015-16, and we virtually marketed all that we manufactured. This reality indicates that Sutlej does not make to stock but makes to order; that Sutlej enjoys robust and enduring customer relationships that represent a steady order pipeline across market cycles and that your company has strengthened its credentials as a sustainable textiles organisation.

Today, your Company possesses a robust Balance Sheet that is only likely to get stronger. For one, we are already invested (and financially closed) for nearly three straight years of growth starting 2014-15. Our attractive depreciation provision provides adequate resources to fund year on year modernisation and debottlenecking. The accruals that we are likely to generate from the timely implementation of upcoming projects of value-added product will result in better margin. These accruals, in turn, are likely to be invested in debt liquidation, strengthening our Balance Sheet. We believe that an under-borrowed Balance Sheet and an improving credit rating will serve as a foundation for low-cost funds mobilisation (a sustainable advantage) whenever we consider the need to finance organic or inorganic business opportunities.

Road ahead

Global recovery is still slow and getting increasingly differentiated across regions. For most emerging market economies, macroeconomic conditions remain challenging due to domestic fragilities, exacerbated by bouts of financial turbulence.

On the domestic front, industrial production has been recovering, but sustained weakness in consumption, especially in the rural areas, continues to operate as a drag. Exchange rate fluctuations could also spike up inflation. Nevertheless, India remains one of the brightest spots in the world economy and has even surpassed China. The macro economic situation in the country is expected to improve considerably in the coming years owing to various policy initiatives mentioned above.

Though the present industry scenario is challenging, Sutlej expects to sustain its growth momentum on the back of various initiatives taken in the past and lined up for the coming years. India's growth is imminent and your Company is well-placed to seize this opportunity when it transpires. I must assure shareholders that our relative strength at a time of sectoral weakness provides an insight into our competitive position and the fact Company is indeed placed at an attractive inflection point. If this is how we performed during the deep end of a sector downtrend, then I am robustly optimistic of our prospects when the sector rebounds.

As our investments translate into timely project commissioning across the foreseeable future, we expect to report higher revenues, better margins and increased surpluses that graduate us into the next growth orbit.

CHAIRMAN'S INITIAL

Appreciation

Despite the inherent cyclicality associated with the business, the Company posted substantial growth in terms of revenues as well as profits in the last year. On behalf of the Board of Directors and on my behalf, I would like to express my sincere appreciation for the continued co-operation and support confidence reposed in the Company by all the stakeholders including bankers and shareholders. I would also like to express my sincere appreciation of the dedicated services rendered by the officers, staff and workers and their contribution towards the successful performance of the Company during the year. Thank You!"

UNQUOTE:

Business for the 11th Annual General Meeting as per the Notice dated 29.07.2016

In his remarks, the Secretary informed the Meeting that the all the shareholders present/their representatives and proxy holders, had been handed over ballot papers, for use in casting their respective votes in respect of each of the Ordinary and Special Business contained in the Notice dated 29th July, 2016, which was now before the Meeting. He further stated that each of the proposed resolutions shall be voted upon in a poll to be conducted by use of the ballot papers. The votes on each of the resolutions through ballot papers shall be scrutinized by the Scrutinizer, Shri Rajendra Chouhan. Similarly, the votes cast through e-voting shall be duly scrutinized, considered and counted by the scrutinizer, before declaring the results.

With the unanimous consent of Shareholders present, Notice for the 11th AGM, the Balance Sheet, Statement of Profit and Loss and Directors' Report were taken as read. Thereafter, as instructed, Shri D. R. Prabhu, Company Secretary, read the Auditors' Report. Shri Rajendra Chouhan, of M/s. R. Chouhan & Associates, Company Secretaries, who was appointed as the Scrutinizer for the AGM, exhibited one empty ballot box and sealed the same in presence of the members.

The Chairman invited comments, queries and clarifications, if any, desired by the Members present, on the Annual Report of the Company for the year ended 31st March, 2016. During his concluding remarks, the Chairman informed the meeting that any queries of the members regarding the Audited Annual Accounts and the Reports of the Directors and Auditors thereon may also be addressed to the Chairman of the Audit Committee, Shri Rajan Dalal, who was available to answer the same.

The queries raised by the members relating to the accounts and reports of the Directors and Auditors were duly clarified to the satisfaction of the Members.

The Chairman then requested the Secretary to take up transaction of the ordinary and special business as proposed in the Notice for the 11th Annual General Meeting dated 29th July, 2016.

AGENDA

As instructed, the Secretary then proceeded to conduct the meeting. He requested the shareholders present/their representatives and proxy holders present, that each of the resolutions being considered by the meeting may be voted upon by them by casting their votes on the ballot paper provided for the purpose, and that the result shall be declared by the Scrutinizer for the meeting after considering the valid votes cast in the ballot along with the votes cast in the e-voting.

The following resolutions were then moved seriatim as per the Notice Dated 29th July, 2016 concerning the Meeting:

CHAIRMAN'S INITIAL

A. **ORDINARY BUSINESS**

Proposed & Passed As Ordinary Resolutions:

1. Adoption of Audited Financial Statements for the year ended March 31, 2016

Proposed as Ordinary Resolution:

Proposed by Shri Om Prakash Khandelwal

Seconded by Shri Rajendra Kumar Chaudhary:

"RESOLVED THAT the Directors' Report, Auditors' Report, the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss for the year ended on that date along with schedules and annexure thereto be and are hereby approved and adopted".

Before putting the resolution to vote by poll, Chairman invited the Shareholders to offer their observations and comments.

The Chairman for the meeting provided answers to all the questions raised by the Members.

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 1. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

2. **DECLARATION OF DIVIDEND**

Proposed as Ordinary Resolution:

Proposed by Shri Dilip Kumar Jain

Seconded by Shri Om Prakash Mundra:

"RESOLVED THAT Dividend @ Rs.13/- per share for the year ended 31st March, 2016, as recommended by the Board of Directors of the Company, on 1638286 existing ordinary shares of Rs.10/- each, be and is hereby approved and the same shall vest in, and distributed amongst those shareholders, whose names appeared on the Company's Register of Members at the close of working hours on Friday, the 15th July, 2016 or to their order or to their Bankers and also to the beneficial owners of Ordinary Shares held in electronic form as per the details furnished by the Depositories for the purpose as at the close of the working hours on Friday, the 15th July, 2016".

Before putting the resolution to vote by poll, Chairman invited the Shareholders to offer their observations and comments.

The Chairman for the meeting provided answers to all the questions raised by the Members.

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 2. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

3. **RE-APPOINTMENT OF SHRI C.S.NOPANY AS A DIRECTOR**

Proposed as Ordinary Resolution:

Proposed by Shri Kailash Chand Purohit

Seconded by Smt. Niti Sagwaria :

"RESOLVED THAT Shri C.S.Nopany, who retires by rotation at this Annual General Meeting and has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

CHAIRMAN'S INITIAL

BOOK

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 3. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

4. **APPOINTMENT OF STATUTORY AUDITORS AND FIXATION OF THEIR REMUNERATION**

Proposed as Ordinary Resolution:

Proposed by Shri Manoj Kumar Jain

Seconded by Shri Gautam Ahuja :

"RESOLVED THAT M/s. Singhi & Co., Chartered Accountants, New Delhi (Registration No.302049E) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and the Board of Directors of the Company be and is hereby authorized to fix their remuneration".

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 4. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

5. **APPOINTMENT OF BRANCH AUDITORS AND FIXATION OF THEIR REMUNERATION**

Proposed as Ordinary Resolution:

Proposed by Shri Vinod Kumar Gupta

Seconded by Shri Anand Gupta:

"RESOLVED THAT M/s.S.R.Batliboi & Company, LLP, Chartered Accountants, New Delhi (Registration No.301003E) be and are hereby appointed as Branch Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting for auditing the accounts of Chenab Textile Mills, Kathua (J&K) and Birla Textile Mills, Baddi (H.P.) and the Board of Directors of the Company be and is hereby authorized to fix their remuneration".

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 5. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

SPECIAL BUSINESS

Proposed & Passed As Ordinary Resolutions:

6. **RATIFICATION OF REMUNERATION PAID TO M/S. K.G.GOYAL & ASSOCIATES, COST AUDITOR**

Proposed as Ordinary Resolution:

Proposed by Shri Rajendra Kumar Chaudhary

Seconded by Shri Dinesh Kumar Jain:

"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 modifcation(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); (c) Damanganga Home Textiles, Bhilad, (Guj.) and (d) Birla Textile Mills, Baddi, (H.P.) for the financial year ending 31st March, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

CHAIRMAN'S INITIAL

RESOLVED FURTHER THAT the appointment of M/s. K. G. Goyal & Associates as Cost Auditors shall also extend to all such Unit/s as may be owned 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".

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 6. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

Proposed & Passed As Special Resolutions:

7. **Approval for Commission payable to Directors.**

Proposed as Special Resolution:

Proposed by Shri Gautam Ahuja

Seconded by Shri Om Prakash Khandelwal:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves and authorizes payment to all the Directors put together, commission upto 1% of the net profits of the Company, over and above the usual sitting fees during each of the five financial years commencing from 1st April, 2016 and that the said commission be divided amongst the Directors in such proportion and in such manner, as may be determined by the Board.

RESOLVED FURTHER THAT within the overall ceiling of 1% of the net profits, the Board of Directors be and is hereby empowered to fix in their discretion, the maximum amount of Commission payable to all Directors put together; or the discrete maximum amount qua each of them."

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 7. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

Proposed & Passed As Special Resolutions:

8. **Powers for borrowing under Section 180(1)(c) of the Companies Act, 2013.**

Proposed as Special Resolution

Proposed by Smt. Anuradha Soni

Seconded by Shri Rajendra Goyal:

"RESOLVED THAT in super session of the resolution passed at the Annual General Meeting of the company held on 23rd August, 2014 and pursuant to section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the company be and is hereby accorded to the Board of Directors to borrow and raise for and on behalf of the Company, from time to time, such sum or sums of money on such terms and conditions as the Board may deem fit

CHAIRMAN'S INITIAL

for the purposes of the Company either in foreign currency and/or in rupee currency, as may be deemed necessary, from any one or more persons, firms, bodies corporate, bankers, financial institutions or from others, amounting to in the aggregate a sum not exceeding Rs.2,500 crore (Rupees Two Thousand Five Hundred Crore Only) notwithstanding that the monies to be borrowed together with the monies already borrowed by the company (apart from temporary loan obtained from the company's bankers in the Ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the company and its free reserves, that is to say, the reserves not set apart for any specific purposes.

"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".

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 8. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

Proposed & Passed As Special Resolution:

9. **To raise financial resource through issue of securities for long term requirement of the Company.**

Proposed as Special Resolution

Proposed by Shri Jagdish Chandra Sharma

Seconded by Shri Pankaj Jain:

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 Regulations entered into with the stock exchanges on which the Company's equity shares are listed (the "Listing Regulations"), 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

CHAIRMAN'S INITIAL

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. 120 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

CHAIRMAN'S INITIAL

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:

CHAIRMAN'S INITIAL

(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 advise 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.

CHAIRMAN'S INITIAL

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.

The Chairman requested Members to cast their vote on the polling paper against this resolution no. 9. Details of the votes cast, in favour or against the resolution are given at the end of these minutes.

Conclusion:

There being no further business to transact, the meeting ended with a vote of thanks to the Chair.

10. TAKING NOTE OF THE MINUTES OF THE ANNOUNCEMENT OF THE RESULTS OF THE MEETING HELD BY THE COMPANY AND CONCLUDED ON 27th AUGUST, 2016,

10.A: PERUSING REPORT OF THE SCRUTINIZER DATED 28.08.2016

The Chairman for the Meeting noted that with respect to the poll through ballot conducted by the company, to obtain assent/dissent of the members/shareholders of the company in the matter of

Items 1 to 9 stated above and contained in the Notice to the Shareholders dated 29th July, 2016, the Scrutinizer for the poll, CS Shri Rajendra Chouhan, after scrutinizing the ballots cast physically at the Annual general meeting held on 27th August, 2016 and through remote e-voting facility provided to the Members through NSDL, had presented his report dated 28th August, 2016 to the Company with regard to the results of the said poll and remote e-voting.

10.B: ANNOUNCEMENT OF RESULT CONDUCTED THROUGH E-VOTING & BALLOT:

On the basis of the Scrutinizer's report of e-voting/poll conducted during the period from August 23, 2016 to August 26, 2016 and the scrutinizer's report for the poll at the Annual General meeting, the summary of which is mentioned hereunder, the Company announced the results of e-voting on August 28, 2016 that all the resolutions as proposed and as set out in items No. 1 to 9 of the Notice have been duly passed by the requisite majority and are recorded as part of the proceedings of this meeting.

The detailed results of the Poll conducted on 27th August, 2016 were placed on the Notice Board at the Company's Registered Office for information of the concerned members and the public, and the signed Minutes of the said 'Announcement of Results' had been submitted to the Stock Exchanges where the shares of the Company were listed. The same were available for inspection of any Member who would be interested to peruse the same. The results were also hosted on the website of the Company www.sutlejtextiles.com.

As per the Report submitted by the Scrutinizer, the detailed results were as follows:-

CHAIRMAN'S INITIAL

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements for the year ended March 31, 2016						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. Of Invalid Votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0
Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0
Public Non Institutions	E-Voting	5775904	1130107	19.5659	1129507	600	99.9469	0.0531	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865735**	**32.3021**	**1865028**	**707**	**99.9621**	**0.0379**	**124**
Total		**16382862**	**12382886**	**75.5844**	**12382179**	**707**	**99.9943**	**0.0057**	**124**

Resolution Required : (Ordinary)			2 - Declaration of Dividend						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. Of Invalid Votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0
Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0

CHAIRMAN'S INITIAL

Public Non Institutions	E-Voting	5775904	1130107	19.5659	1129507	600	99.9469	0.0531	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865735**	**32.3021**	**1865028**	**707**	**99.9621**	**0.0379**	**124**
Total		**16382862**	**12382886**	**75.5844**	**12382179**	**707**	**99.9943**	**0.0057**	**124**

Resolution Required : (Ordinary)			**3 - Re-appointment of Shri C.S.Nopany as a Director, who retires by rotation.**						
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. Of Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]} *100**	**[7]={[5]/[2]}* 100**	**[8]**
Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0
Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0
Public Non Institutions	E-Voting	5775904	1130107	19.5659	1129507	600	99.9469	0.0531	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865735**	**32.3021**	**1865028**	**707**	**99.9621**	**0.0379**	**124**
Total		**16382862**	**12382886**	**75.5844**	**12382179**	**707**	**99.9943**	**0.0057**	**124**

Resolution Required : (Ordinary)			**4 - Appointment of M/s. Singhi & Co., as Statutory Auditors and fixing their remuneration.**						
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. Of Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]} *100**	**[7]={[5]/[2]}* 100**	**[8]**
Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0

CHAIRMAN'S INITIAL

Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0
Public Non Institutions	E-Voting	5775904	1130047	19.5648	1129447	600	99.9469	0.0531	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865675**	**32.3010**	**1864968**	**707**	**99.9621**	**0.0379**	**124**
Total		**16382862**	**12382826**	**75.5840**	**12382119**	**707**	**99.9943**	**0.0057**	**124**

Resolution Required : (Ordinary)			**5 - Appointment of M/s. S.R.Batliboi & Co., as Branch Auditors for Chenab Textile Mills (CTM) and Birla Textile Mills(BTM) and fixing their remuneration.**						
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. Of Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0
Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0
Public Non Institutions	E-Voting	5775904	1130107	19.5659	1129507	600	99.9469	0.0531	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865735**	**32.3021**	**1865028**	**707**	**99.9621**	**0.0379**	**124**
Total		**16382862**	**12382886**	**75.5844**	**12382179**	**707**	**99.9943**	**0.0057**	**124**

Resolution Required : (Ordinary)			**6 - Ratification of Remuneration paid to M/s. K.G. Goyal & Associates, Cost Auditor**						
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. Of Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**

CHAIRMAN'S INITIAL

TE BOOK

Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0
Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0
Public Non Institutions	E-Voting	5775904	1130107	19.5659	1129507	600	99.9469	0.0531	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865735**	**32.3021**	**1865028**	**707**	**99.9621**	**0.0379**	**124**
Total		**16382862**	**12382886**	**75.5844**	**12382179**	**707**	**99.9943**	**0.0057**	**124**

Resolution Required : (Special)			**7 - Approval for Commission payable to Directors**						
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. Of Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0
Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0
Public Non Institutions	E-Voting	5775904	1130107	19.5659	1129447	660	99.9416	0.0584	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865735**	**32.3021**	**1864968**	**767**	**99.9589**	**0.0411**	**124**
Total		**16382862**	**12382886**	**75.5844**	**12382119**	**767**	**99.9938**	**0.0062**	**124**

Resolution Required : (Special)			**8 - Powers for borrowing under Section 180(1)(c) of the Companies Act, 2013.**						
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. Of Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**

CHAIRMAN'S INITIAL

Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0
Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0
Public Non Institutions	E-Voting	5775904	1130107	19.5659	1129507	600	99.9469	0.0531	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865735**	**32.3021**	**1865028**	**707**	**99.9621**	**0.0379**	**124**
Total		**16382862**	**12382886**	**75.5844**	**12382179**	**707**	**99.9943**	**0.0057**	**124**

Resolution Required : (Special)			**9 - To raise financial resource through issue of securities for long term requirement of the Company.**						
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**						
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**No. Of Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	10467851	7339254	70.1123	7339254	0	100.0000	0.0000	0
	Poll		3116697	29.7740	3116697	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**10455951**	**99.8863**	**10455951**	**0**	**100.0000**	**0.0000**	0
Public Institutions	E-Voting	139107	61200	43.9949	61200	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**61200**	**43.9949**	**61200**	**0**	**100.0000**	**0.0000**	0
Public Non Institutions	E-Voting	5775904	1130107	19.5659	1129447	660	99.9416	0.0584	0
	Poll		735628	12.7362	735521	107	99.9855	0.0145	124
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**1865735**	**32.3021**	**1864968**	**767**	**99.9589**	**0.0411**	**124**
Total		**16382862**	**12382886**	**75.5844**	**12382119**	**767**	**99.9938**	**0.0062**	**124**

(Dilip Kumar Ghorawat)
Chairman for the Meeting

CHAIRMAN'S INITIAL

Place: Mumbai

Date: September 06, 2016