

SUDITI INDUSTRIES LTD.



Admin office: C-3/B, M.I.D.C., T.T.C. Industrial Area, Pawne Village, Turbhe, Navi Mumbai – 400 705
Tel. No: 67368600/10, web site: www.suditi.in E-mail: cs@suditi.in CIN: L19101MH1991PLC063245
Regd.Office: C-253/254, MIDC, TTC INDL.AREA, PAWNE VILLAGE, TURBHE, NAVI MUMBAI – 400 705.

December 12, 2024

To,
The Corporate Relationship Department,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai 400 001

Scrip Code: 521113

Dear Sir/Madam,

Subject: Notice of the Extra Ordinary General Meeting of the Members scheduled to be held on Friday, January 03, 2025

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take note that the Extra Ordinary General Meeting of the Members of the Company is scheduled to be held on **Friday, January 03, 2025 at 3:00 p.m. (IST)** through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”)

The Notice of the Extra Ordinary General Meeting is uploaded on the company’s website <https://suditi.in/> and enclosed herewith for the reference of members.

Further, the electronic copy of the Notice of the Extra Ordinary General Meeting has been dispatched / sent to the Members through email on December 12, 2024, whose email were registered with the Company’s Registrar and Share Transfer Agent/ Depositories.

Further, please note the following:

| Sr. No | Particulars | Date |
|--------|---|---|
| 1 | Cut-off Date/Record Date for Determining the shareholders of Extra Ordinary General Meeting | Friday, December 27, 2024 |
| 2 | Remote E-voting Period | Commence on December 31, 2024 at 9.00 a.m. (IST) and end on January 02, 2025 at 5.00 p.m. (IST) |

We request you to kindly take the above on record and bring to the notice of all concerned.

Thanking You,

Yours Faithfully

For Suditi Industries Limited

PAWAN Digitally signed
by PAWAN
AGARWAL
Date: 2024.12.12
19:21:03 +05'30'
AGARW
AL

Pawan Agarwal
Director
DIN: 00808731

Encl: Notice of Extra Ordinary General Meeting

SUDITI INDUSTRIES LTD.



Admin office: C-3/B, M.I.D.C., T.T.C. Industrial Area, Pawne Village, Turbhe, Navi Mumbai – 400 705
Tel. No: 67368600/10, web site: www.suditi.in E-mail: cs@suditi.in CIN: L19101MH1991PLC063245
Regd.Office: C-253/254, MIDC, TTC INDL.AREA, PAWNE VILLAGE, TURBHE, NAVI MUMBAI – 400 705.

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (EGM)

NOTICE is hereby given that the Extra-Ordinary General Meeting (“the EGM / the meeting”) of the Members of Suditi Industries Limited (“the Company”) will be held on **Friday, January 03, 2025**, at **03:00 PM (IST)** through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following business:

SPECIAL BUSINESS:

1. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION:**

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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 40,00,00,000 (Rupees Forty crores) divided into 4,00,00,000 (Four Crores Only) Equity Shares of Rs. 10/- each (Rupees Ten Only) to Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- each (Rupees Ten Only) ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

“V. The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten) each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.”

RESOLVED FURTHER THAT the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

2. **DISINVESTMENT IN SUDITI SPORTS APPAREL LIMITED, SUBSIDIARY OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’) and other applicable SEBI regulations, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board, which term shall be deemed to mean and include any Committee constituted by the Board) to effect disinvestment by way of sale/ transfer or otherwise dispose-off in one or more tranches, its entire stake of 12,00,000 Equity Shares of Suditi Sports Apparel Limited, a subsidiary of the company to the Purchasers (as detailed below and a Related party) at the consideration not less than the amount as mentioned below and on such other terms and conditions as may be approved by the Board:

| Sr. No. | Purchasers | No. of Shares | Total Consideration (In INR) |
|---------|-------------------------|------------------------------|--|
| 1. | Mr. Pawan Agarwal | 12,00,000 (Twelve Lakhs) | Approx Rs. 1,60,32,000.00/- (Rupees One Crore Sixty Lakhs Thirty Two Thousand Only) |
| 2. | Mr. Harsh Pawan Agarwal | | |
| 3. | Mr. Tanay Pawan Agarwal | | |
| 4. | Mr. Tanuj Pawan Agarwal | | |

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorised to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalising the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.

3. ISSUE OF 1,23,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), Bombay Stock Exchange Limited (“BSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to **1,23,00,000 (One Crore Twenty Three Lakhs) Share Warrants (“Warrants”)** each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash, at an issue price of **Rs. 27.50/- (Rupees Twenty-Seven and Fifty Paise Only) including Premium of Rs. 17.50/- (Rupees Seventeen and Fifty paise Only)** each per Warrant at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (‘Warrant Issue Price’) aggregating to an amount not exceeding **Rs. 33,82,50,000/- (Rupees Thirty-Three Crores Eighty Two Lakhs Fifty Thousand Only)** to the following promoter and non-promoter individuals (hereinafter referred to as the “Proposed Allottees of Share Warrant”), entitling the warrant holders to exercise

option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company (“Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

| Sr. No. | Names of the Investors/ proposed Allottees | Category (Promoter and Non-Promoter) | No. of Shares Warrants proposed to be issued (up to) | Outcome of the subscription/ Investment amount (INR) (Approx./maximum) |
|---------|--|--------------------------------------|--|--|
| 1 | Pawan Agarwal | Promoter | 30,00,000 | 8,25,00,000 |
| 2 | Harsh Pawan Agarwal | Promoter | 30,00,000 | 8,25,00,000 |
| 3 | Tanuj Pawan Agarwal | Promoter | 30,00,000 | 8,25,00,000 |
| 4 | Tanay Pawan Agarwal | Promoter | 30,00,000 | 8,25,00,000 |
| 5 | Animesh Maheshwari | Non-Promoter | 3,00,000 | 82,50,000 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Wednesday, December 04, 2024, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Friday, January 03, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;
- h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

4. ISSUE OF 1,32,49,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into with BSE Limited (“BSE”) where the shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs (“MCA”), SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges where the shares of the Company are listed and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to **1,32,49,000 (One Crore Thirty Two Lakhs Forty Nine Thousand) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, at an **issue price of Rs. 27.50/- (Rupees Twenty-Seven and Fifty paise Only)** including premium of **Rs. 17.50/- (Rupees Seventeen and Fifty paise Only)** at the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (“Issue Price”) aggregating to an amount not exceeding **Rs. 36,43,47,500/- (Rupees Thirty Six Crores Forty Three Lakhs Forty Seven Thousand Five Hundred Only)** to the following promoter/non-promoter individual/entities (hereinafter referred to as the “Proposed Allottees of Equity Shares”), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors:

| Sr. No. | Names of the Proposed Allottees of Equity Shares | Category (Promoter and non-promoter) | No. of Equity Shares proposed to be issued (up to) | Outcome of the subscription / Investment amount (INR) (Approx./maximum) |
|---------|--|--------------------------------------|--|---|
| 1 | Swaminatha Prabu Jegathesan | Non- Promoter | 3,10,000 | 85,25,000 |
| 2 | Nikhil Vora HUF | Non- Promoter | 8,00,000 | 2,20,00,000 |
| 3 | Ankur Ashok Chaturvedi | Non- Promoter | 1,73,000 | 47,57,500 |
| 4 | Rakhee Ashok Chaturvedi | Non- Promoter | 2,10,000 | 57,75,000 |
| 5 | Kenai Advisors LLP | Non- Promoter | 8,00,000 | 2,20,00,000 |
| 6 | Vikrant Mudaliar | Non- Promoter | 2,70,000 | 74,25,000 |
| 7 | Asha Dhoot | Non- Promoter | 2,00,000 | 55,00,000 |
| 8 | Animesh Maheshwari | Non- Promoter | 14,00,000 | 3,85,00,000 |
| 9 | Maganlal Arjan Gala | Non- Promoter | 95,000 | 26,12,500 |
| 10 | Prakash Lakhani HUF | Non- Promoter | 40,00,000 | 11,00,00,000 |
| 11 | Prakash Harichand Lakhani | Non- Promoter | 2,00,000 | 55,00,000 |

| | | | | |
|----|------------------------------|---------------|-----------|--------------|
| 12 | Sushant Goel | Non- Promoter | 1,00,000 | 27,50,000 |
| 13 | Vivek Agarwal | Non- Promoter | 2,00,000 | 55,00,000 |
| 14 | Yash Sunilkumar Patel | Non- Promoter | 1,00,000 | 27,50,000 |
| 15 | Snehi Palviya | Non- Promoter | 45,500 | 12,51,250 |
| 16 | Prithi Palviya | Non- Promoter | 45,500 | 12,51,250 |
| 17 | Sandhya Thakur | Non- Promoter | 3,00,000 | 82,50,000 |
| 18 | Intime Knits Private Limited | Promoter | 40,00,000 | 11,00,00,000 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum Issue Price shall be Wednesday, December 04, 2024, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Friday, January 03, 2025.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a. The proposed allottees of equity shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- b. The pre-preferential shareholding of the Proposed Allottee of equity shares, if any, and Equity Shares to be allotted to the Proposed Allottees of equity shares shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be allotted to the Proposed Allottee of equity shares under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d. The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e. Allotment of Equity Shares shall only be made in dematerialized form.
- f. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the Equity Shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the

foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**By order of Board of Directors
For Suditi Industries Limited**

Sd/-
Pawan Agarwal
Director
DIN: 00808731

Place: Navi Mumbai
Date: December 04, 2024

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its circular nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder and circular nos. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and General Circular No. 09/ 2024 dated September 19, 2024 , respectively in relation to “Clarification on holding of Annual General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)” (collectively referred to as ‘MCA Circulars’) permitted the Companies whose EGMs are due in the year 2024, to conduct their EGMs on or before September 30, 2024 through VC / OAVM, without the physical presence of the members at a common venue and further provided relaxation from dispatching of physical copies of Notice of EGM and financial statements for year 2024 and considering the above MCA Circulars, Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (‘SEBI Circular’) provided relaxation upto September 30, 2024, from Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 (‘Act’) to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circulars, EGM of the Company is being convened and conducted through VC / OAVM, without the physical presence of the Members at a common venue.
2. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
3. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. Link Intime India Private Limited (Unit: Suditi Industries Limited), or the Secretarial Department of the Company.
4. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. Link Intime India Private Limited (Unit: Suditi Industries Limited), or the Secretarial Department of the Company.
5. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at [evoting@linkintime.co.in/](mailto:evoting@linkintime.co.in) ashok.sherugar@linkintime.co.in or cs@suditi.in for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the EGM and Explanatory statement on the date of EGM are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.

8. Members may note that the Notice of the EGM will also be available on the Company's website at <https://suditi.in> and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Since this EGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the Route Map is not required to be annexed in this to the Notice.
10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the EGM through VC / OAVM and vote through remote e-voting on its behalf at cs@suditi.in and evoting@linkintime.co.in/ashok.sherugar@linkintime.co.in, pursuant to Section 113 of the Companies Act, 2013.
12. In the case of Joint Holders attending the EGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
13. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to inspect, may send their request through an email at cs@suditi.in up to the date of EGM.
15. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
16. The Company has fixed Friday, December 27, 2024 as Cut-off date for determining the eligibility of Members entitled to vote at the EGM. The remote e-voting shall remain open for a period of 3 days commencing from Tuesday, December 31, 2024 (9.00 am) to Thursday, January 02, 2025 (5.00 pm) (both days inclusive).
17. The Company has appointed M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries (FCS 10070; CP 12891) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 16:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the EGM of the Company. Members who wish to inspect, may send their request through an email at cs@suditi.in up to the date of EGM.
19. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards - SS 2 on General Meetings, for directors seeking appointment/re-appointment at the EGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.

20. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the EGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
21. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
22. The Securities and Exchange Board of India (‘SEBI’) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
23. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
24. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

25. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, December 31, 2024 at 09:00 A.M. and ends on Thursday, January 02, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, December 27, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, December 27, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ |

section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during

| | |
|--|--|
| | <p>the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 compliance@mjshah.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@suditi.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@suditi.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@suditi.in . The same will be replied by the company suitably.

**By order of Board of Directors
For Suditi Industries Limited**

Sd/-
Pawan Agarwal
Director
DIN: 00808731

**Place: Navi Mumbai
Date: December 04, 2024**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION:

The Board of Directors of the Company in its meeting held on December 4, 2024, proposed increase of Authorised Share Capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rs. Ten Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity shares of Rs. 10/- (Rs. Ten Only) each subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital of the Company by creation of 2,00,00,000 (Two Crores) additional equity shares of Rs. 10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders by way of an ordinary resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection by the shareholders of the company.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolutions.

2. DISINVESTMENT IN SUDITI SPORTS APPAREL LIMITED, SUBSIDIARY OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

The company proposes to disinvest its entire investment of 12,00,000 (Twelve Lakhs) equity shares in Suditi Sports Apparel Limited, which is a subsidiary Company of the Suditi Industries Limited to Mr. Pawan Agarwal, Mr. Harsh Pawan Agarwal, Mr. Tanuj Pawan Agarwal and Mr. Tanay Pawan Agarwal. The Board keeping in view the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from the Subsidiary and considers the proposed disinvestment in the best interest of the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders. The Company at the same time is in the process of scoping other viable projects and business opportunities. Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. The approval of the shareholders sought shall also be considered as compliance under Listing Regulations.

The Board commends the Resolutions at Item No.2 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Pawan Agarwal, Mr. Harsh Pawan Agarwal, Mr. Tanuj Pawan Agarwal and Mr. Tanay Pawan Agarwal, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No 2 of the accompanying Notice except to the extent of their shareholding in the company.

3. ISSUE OF 1,23,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER CATEGORY:

The Board of Directors of the Company in its meeting held on December 04, 2024, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Share Warrants up to 1,23,00,000 (One Crore Twenty Three Lakhs) Warrants convertible into equivalent number of Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) each of the Company

("Warrants"), at an issue price of **Rs. 27.50/- (Rupees Twenty Seven and Fifty Paise Only)** including Premium of **Rs. 17.50/- (Rupees Seventeen and Fifty paise Only)** each per Warrant at the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations ('Warrant Issue Price') aggregating to an amount not exceeding **Rs. 33,82,50,000/- (Rupees Thirty Three Crores Eighty Two Lakhs Fifty Thousand Only)** to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

1. The objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

(a) Repayment/refinance of existing book debts and loans together with interest payments thereof

The company has recently acquired kidswear brand 'Gini and Jony' and certain allied and connected trademarks and intellectual property from Gini & Jony Limited. The Company shall utilize an approx. sum of Rs. 23 crores for repayment of amounts borrowed for purchase of brand 'Gini and Jony'. The company shall use the proceeds for repayment of existing debts/loan and payment of any other secured or unsecured debt availed by the Company or its subsidiaries (referred to below as "Debt Repayment");

(b) Capital Investment/Investment for expansion of business - For undertaking investments in Financing the capital expenditure of the company for future expansion of existing products including but not limited to scale up operations, enhance our product segment range, strengthen our market presence, setting up brand stores, marketing, branding, advertisement, etc and for acquisition of assets and manufacturing facilities in India or abroad as may be decided by the board from time to time.

(c) Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes") (collectively referred to below as the "Objects")

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

| Sr. no. | Particulars | Total estimated amount to be utilized. (Amount in Crores INR) * | Tentative timeline for utilization of issue proceeds for each of the object |
|----------------|---|--|--|
| 1 | Repayment/refinance of existing book debts of the Company | 8.5 | September 30, 2027 |
| 2 | Expansion of business of the company | 17.00 | September 30, 2027 |
| 3 | General Corporate Purpose | 8.32 | September 30, 2027 |
| | Total | 33.82 | |

** Contingent upon full subscription of offer and considering 100% conversion of Warrants into Equity Shares*

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity/debt contributions to its

subsidiaries, joint ventures, or associates, all in accordance with the applicable legal and regulatory frameworks all aimed at fulfilling the objectives outlined in the above-mentioned table within the designated fund allocation thresholds.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

The Company shall be entitled to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

2. Particulars of the offer including the maximum number of specified securities to be issued.

Preferential issue of 1,23,00,000 (One Crore Twenty Three Lakhs) Fully Convertible Warrants of face value of Rs. 10/- (Rupees Ten Only) each at an issue price not exceeding Rs. 27.50/- (Rupees Twenty Seven and Fifty Paise Only) including Premium of Rs. 17.50/- (Rupees Seventeen and Fifty paise Only) each per Warrant ('Warrant Issue Price') aggregating to an amount not exceeding Rs. 33,82,50,000/- (Rupees Thirty Three Crores Eighty Two Lakhs Fifty Thousand Only), in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Wednesday, December 04, 2024, being the date 30 days prior to the date of the Extra Ordinary General Meeting of the Company scheduled to be held, i.e., Friday, January 03, 2025.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed and frequently traded on Bombay Stock Exchange Ltd ("BSE"). Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 26.25/- (Rupees Twenty-Six and Twenty -Five Paise Only) per warrant, being higher of the following:

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs. 20.69/-; or
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs. 26.25/-.

Further a certificate has been obtained from M/s. Mitesh J. Shah & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Considering that the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Convertible warrants to be allotted shall be higher of the following parameters: Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations, 2018 (in case of frequently traded shares) or Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018. Further, there will be no change in control due to this preferential issue.

Accordingly, the company has obtained Valuation Report dated December 4, 2024 issued by Ms. Binal B. Darji, Independent Registered Valuer (IBBI/RV/02/2021/14321) having office at B/17, Kailash Nagar, Shankar Lane, Kandivali (West), Mumbai- 400067 in accordance with Regulation 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at <https://suditi.in/>.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 166 and 166A of Chapter V of SEBI ICDR Regulations is Rs. 26.25/- (Rupees Twenty-Six and Twenty-Five Paise only).

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

5. Amount which the Company intends to raise by way of such securities.

The company intends to raise an amount not exceeding Rs. 33,82,50,000/- (Rupees Thirty-Three Crores Eighty Two Lakhs Fifty Thousand Only).

6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

The following Promoters & Director intent to participate and subscribe to the preferential offer:

| Name of the Proposed Allottee | Category (Promoter/ Non - Promoter) | No. of securities to be allotted |
|-------------------------------|-------------------------------------|----------------------------------|
| Pawan Agarwal | Promoter and Director | 30,00,000 |
| Harsh Pawan Agarwal | Promoter | 30,00,000 |
| Tanuj Pawan Agarwal | Promoter | 30,00,000 |
| Tanay Pawan Agarwal | Promoter | 30,00,000 |

Except for the above, none of the directors, promoters, Key Managerial Personnel or senior Management intend to subscribe to the preferential issue.

7. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

8. Name of the proposed allottees of share warrants along with their PAN Number, class and percentage of post Preferential Issue capital that may be held by them:

The details are as follows:

| Sr. No | Name of the Proposed Allottee of Share Warrants | PAN card of allottees | Class (Promoter /Non-Prom) | Pre-Issue Shareholding | | Issue of Warrants (Present Issue) (No.) | Post Shareholding Conversion Warrants | | Issue after of |
|--------|---|-----------------------|----------------------------|------------------------|------------|---|---------------------------------------|------------|----------------|
| | | | | No. of Shares | % of Share | | No. of Shares | % of Share | |

| | | | oter) | | holding | | | holding |
|----|---------------------|------------|-------|-------------|---------|-----------|------------------------|-------------------|
| 1. | Pawan Agarwal | AABPA3988L | P | 1,68,13,398 | 63.77 | 30,00,000 | 1,98,13,398 | 38.16 |
| 2. | Harsh Pawan Agarwal | ATTPA0046Q | P | 35,000 | 0.13 | 30,00,000 | 30,35,000 | 5.85 |
| 3. | Tanuj Pawan Agarwal | ATWPA3783B | P | 35,000 | 0.13 | 30,00,000 | 30,35,000 | 5.85 |
| 4. | Tanay Pawan Agarwal | ATWPA3712E | P | 35,000 | 0.13 | 30,00,000 | 30,35,000 | 5.85 |
| 5. | Animesh Maheshwari | ADRPD8045N | NP | 48,231 | 0.18 | 3,00,000 | 17,48,231 [#] | 3.37 [#] |

[#]The post-shareholding figures are derived under the assumption that all proposed warrants and equity shares will be subscribed, and that all warrants will subsequently be exercised or converted into equity shares.

9. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in an Annexure I forming part of this Notice.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Not Applicable as all the proposed allottees are natural person

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on a preferential basis.

13. Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

15. The current and proposed status of the allottee of share warrant post the preferential issue namely, promoter or non-promoter investors:

| Sr. No. | Name of the Proposed Allottee of share warrants | Current Status of the Proposed Allottee of share warrants | Proposed Status of the Proposed Allottee of share warrants post the preferential issue |
|---------|---|---|--|
| 1. | Pawan Agarwal | Promoter | Promoter |
| 2. | Harsh Pawan Agarwal | Promoter | Promoter |
| 3. | Tanuj Pawan Agarwal | Promoter | Promoter |
| 4. | Tanay Pawan Agarwal | Promoter | Promoter |
| 5. | Animesh Maheshwari | Non-Promoter | Non-Promoter |

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

17. Lock-in-period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

18. Practicing Company Secretary's Certificate:

The certificate from M/s. Mitesh J. Shah, Practicing Company Secretary, having his office at 104, 1st Floor, C-Wing, Hetal Arch, S.V. Road, Opp. Natraj Market, Malad West, Mumbai – 400064, MH, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at <https://suditi.in/>.

19. Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

20. Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee of share warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares after conversion shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued after the conversion of share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No.: 03 of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 03 in the accompanying notice for approval by the Members.

Except Mr. Pawan Agarwal, Mr. Harsh Pawan Agarwal, Mr. Tanuj Pawan Agarwal and Mr. Tanay Pawan Agarwal, to the extent of their respective shareholding, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

4. ISSUE OF 1,32,49,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:

The Board of Directors of the Company in its meeting held on December 04, 2024, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Equity Share up to **1,32,49,000 (One Crore Thirty-Two Lakhs Forty-Nine Thousand)** of a face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, for cash, to be issued at a price of **Rs. 27.50/- (Rupees Twenty-Seven and Fifty paise Only)** including premium of **Rs. 17.50/- (Rupees Seventeen and Fifty paise Only)** each per Equity share at the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations ('Issue Price') aggregating to an amount not exceeding Rs. 36,43,47,500/- (Rupees Thirty-Six Crores Forty-Three Lakhs Forty Seven Thousand Five Hundred Only), to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

1. The objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

(a) Repayment/refinance of existing book debts and loans together with interest payments thereof

The company has recently acquired kidsweat brand 'Gini and Jony' and certain allied and connected trademarks and intellectual property from Gini & Jony Limited. The Company shall utilize an approx. sum of Rs. 23 crores for repayment of amounts borrowed for purchase of brand 'Gini and Jony'. The company shall use the proceeds for repayment of existing debts/loan and payment of any other secured or unsecured debt availed by the Company or its subsidiaries (referred to below as "Debt Repayment");

(b) Capital Investment/Investment for expansion of business - For undertaking investments in Financing the capital expenditure of the company for future expansion of existing products including but not limited to scale up operations, enhance our product segment range, strengthen our market presence, setting up brand stores, marketing, branding, advertisement, etc and for acquisition of assets and manufacturing facilities in India or abroad as may be decided by the board from time to time.

(c) Up to 25% (twenty five percent) of the Issue Proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes") (collectively referred to below as the "Objects")

Utilization of Issue Proceeds

The broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

| Sr. no. | Particulars | Total estimated amount to be utilized. (Amount in Crores INR) * | Tentative timeline for utilization of issue proceeds for each of the object |
|---------|---|---|---|
| 1 | Repayment/refinance of existing book debts of the Company | 26.00 | September 30, 2027 |
| 2 | Expansion of business of the company | 1.50 | September 30, 2027 |
| 3 | General Corporate Purpose | 8.93 | September 30, 2027 |
| | Total | 36.43 | |

** Contingent upon full subscription of offer*

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity/debt contributions to its subsidiaries, joint ventures, or associates, all in accordance with the applicable legal and regulatory frameworks all aimed at fulfilling the objectives outlined in the above-mentioned table within the designated fund allocation thresholds.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

The Company shall be entitled to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

//

2. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of Equity Share up to 1,32,49,000 (One Crore Thirty Two Lakhs Forty Nine Thousand) Equity Shares of the Face Value of Rs. 10/- (Rupees Ten Only)) each fully paid-up, for cash, to be issued at a price of Rs. 27.50/- (Rupees Twenty Seven and Fifty paise Only) including premium of Rs. 17.50/- (Rupees Seventeen and Fifty paise Only) each per Equity Share ("Issue Price") aggregating to an amount not exceeding Rs. 36,43,47,500/- (Rupees Thirty Six Crores Forty Three Lakhs Forty Seven Thousand Five Hundred Only), in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Wednesday, December 04, 2024, being the date 30 days prior to the date of the Extra Ordinary General Meeting of the Company scheduled to be held, i.e., Friday, January 03, 2025.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed and frequently traded on Bombay Stock Exchange Ltd ("BSE") and National Stock Exchange of India Limited ("NSE"). Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 26.25 (Rupees Twenty-Six and Twenty -Five Paise Only) per warrant, being higher of the following:

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs. 20.69/-; or
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs. 26.25/-.

Further a certificate has been obtained from M/s. Mitesh J. Shah & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Considering that the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Convertible warrants to be allotted shall be higher of the following parameters: Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations, 2018 (in case of frequently traded shares) or Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018. Further, there will be no change in control due to this preferential issue.

Accordingly, the company has obtained Valuation Report dated December 4, 2024 issued by Ms. Binal B. Darji, Independent Registered Valuer (IBBI/RV/02/2021/14321) having office at B/17, Kailash Nagar, Shankar Lane, Kandivali (West), Mumbai- 400067 in accordance with Regulation 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at <https://suditi.in/>.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 166 and 166A of Chapter V of SEBI ICDR Regulations is Rs. 26.25/- (Rupees Twenty Six and Twenty-Five Paise only).

5. Amount which the Company intends to raise by way of such securities.

The company intends to raise an amount not exceeding Rs. 36,43,47,500/- (Rupees Thirty Six Crores Forty Three Lakhs Forty Seven Thousand Five Hundred Only).

6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

| Name of the Proposed Allottee | Category (Promoter/ Non - Promoter) | No. of securities to be allotted |
|-------------------------------|-------------------------------------|----------------------------------|
| Intime knits Private Limited | Promoter | 40,00,000 |

Except for the above, none of the directors, promoters, Key Managerial Personnel or senior Management intend to subscribe to the preferential issue.

7. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

8. Name of the proposed allottees of Share along with their PAN Number, class and percentage of post Preferential Issue capital that may be held by them:

| Sr. No. | Names of the Proposed Allottees of Equity Shares | PAN | Class (Promoter/Non-Promoter) | Pre-Issue Shareholding | | Issue of Equity (Present Issue) | Post Issue Shareholding after issue of securities | |
|---------|--|-----|-------------------------------|------------------------|------|---------------------------------|---|------|
| | | | | No. of | % of | | No. of | % of |

| | | |) | Shares | Share holding | (No.) | Shares | Share holding |
|----|------------------------------|------------|--------------|--------|---------------|-----------|----------------------|-------------------|
| 1 | Swaminatha Prabu Jegathesan | BIRPS1881D | Non-Promoter | - | - | 3,10,000 | 310000 | 0.60 |
| 2 | Nikhil Vora HUF | AAGHN2847E | Non-Promoter | - | - | 8,00,000 | 800000 | 1.54 |
| 3 | Ankur Ashok Chaturvedi | AIFPC3579D | Non-Promoter | - | - | 1,73,000 | 173000 | 0.33 |
| 4 | Rakhee Ashok Chaturvedi | ABZPC8829R | Non-Promoter | 15 | 0.00 | 2,10,000 | 210015 | 0.40 |
| 5 | Kenai Advisors LLP | AASFk2832N | Non-Promoter | - | - | 8,00,000 | 800000 | 1.54 |
| 6 | Vikrant Mudaliar | ADHPM7340P | Non-Promoter | - | - | 2,70,000 | 270000 | 0.52 |
| 7 | Asha Dhoot | AJIPM0809N | Non-Promoter | 300 | 0.00 | 2,00,000 | 200300 | 0.39 |
| 8 | Animesh Maheshwari | ADRPD8045N | Non-Promoter | 48231 | 0.18 | 14,00,000 | 1748231 [#] | 3.37 [#] |
| 9 | Maganlal Arjan Gala | AAEPS8388R | Non-Promoter | 211195 | 0.80 | 95,000 | 306195 | 0.59 |
| 10 | Prakash Lakhani HUF | AAVHP0035M | Non-Promoter | - | - | 40,00,000 | 4000000 | 7.70 |
| 11 | Prakash Harichand Lakhani | ABHPL3837A | Non-Promoter | - | - | 2,00,000 | 200000 | 0.39 |
| 12 | Sushant Goel | AVFPG8121Q | Non-Promoter | - | - | 1,00,000 | 100000 | 0.19 |
| 13 | Vivek Agarwal | AFSPA4436P | Non-Promoter | - | - | 2,00,000 | 200000 | 0.39 |
| 14 | Yash Sunilkumar Patel | ALVPP1350L | Non-Promoter | - | - | 1,00,000 | 100000 | 0.19 |
| 15 | Snehi Palviya | HOFPP1450D | Non-Promoter | - | - | 45,500 | 45500 | 0.09 |
| 16 | Prithi Palviya | AUNPP6114F | Non-Promoter | - | - | 45,500 | 45500 | 0.09 |
| 17 | Sandhya Thakur | AKSPT6972A | Non-Promoter | - | - | 3,00,000 | 3,00,000 | 0.58 |
| 18 | Intime Knits Private Limited | AAACI1382E | Promoter | - | - | 40,00,000 | 4000000 | 7.70 |

[#]The post-shareholding figures are derived under the assumption that all proposed warrants and equity shares will be subscribed, and that all warrants will subsequently be exercised or converted into equity shares.

9. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in an **Annexure I** forming part of this Notice.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

| No. | Names of the proposed allottee(s) of equity shares | Names of ultimate beneficial owners of proposed allottee(s) of equity shares | Pan Card of ultimate beneficial owners |
|-----|--|--|--|
|-----|--|--|--|

| | | | |
|---|------------------------------|--|----------------------------------|
| 1 | Nikhil Vora HUF | Nikhil Vora | AAXPV2953N |
| 2 | Kenai Advisors LLP | 1 - Aparna T. Chandrashekar 2 - Venkatchalam A. Ramaswamy | 1 - AEUPC2507C 2 - AADPR1740H |
| 3 | Prakash Lakhani HUF | Prakash Harichand Lakhani | ABHPL3837A |
| 4 | Intime Knits Private Limited | Mrs. Shalini Pawan Agarwal | AAIPA4474A |

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no allotment has been made by the Company on a preferential basis.

13. Undertaking as Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

15. The current and proposed status of the allottee of equity shares post the preferential issue namely, promoter or non-promoter investors:

| Sr. No. | Names of the Proposed Allottees of Equity Shares | Current Status of the Proposed Allottee of equity shares | Proposed Status of the Proposed Allottee of equity shares post the preferential issue |
|---------|--|--|---|
| 1 | Swaminatha Prabu Jegathesan | Non- Promoter | Non-Promoter |
| 2 | Nikhil Vora HUF | Non- Promoter | Non-Promoter |
| 3 | Ankur Ashok Chaturvedi | Non- Promoter | Non-Promoter |
| 4 | Rakhee Ashok Chaturvedi | Non- Promoter | Non-Promoter |
| 5 | Kenai Advisors LLP | Non- Promoter | Non-Promoter |
| 6 | Vikrant Mudaliar | Non- Promoter | Non-Promoter |
| 7 | Asha Dhoot | Non- Promoter | Non-Promoter |
| 8 | Animesh Maheshwari | Non- Promoter | Non-Promoter |
| 9 | Maganlal Arjan Gala | Non- Promoter | Non-Promoter |
| 10 | Prakash Lakhani HUF | Non- Promoter | Non-Promoter |
| 11 | Prakash Harichand Lakhani | Non- Promoter | Non-Promoter |
| 12 | Sushant Goel | Non- Promoter | Non-Promoter |
| 13 | Vivek Agarwal | Non- Promoter | Non-Promoter |
| 14 | Yash Sunilkumar Patel | Non- Promoter | Non-Promoter |
| 15 | Snehi Palviya | Non- Promoter | Non-Promoter |
| 16 | Prithi Palviya | Non- Promoter | Non-Promoter |
| 17 | Sandhya Thakur | Non- Promoter | Non-Promoter |
| 18 | Intime Knits Private Limited | Promoter | Promoter |

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

17. Lock-in-period:

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of all the allottees of equity shares shall be locked-in as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

18. Practicing Company Secretary's Certificate:

The certificate from M/s. Mitesh J. Shah, Practicing Company Secretary, having his office at 104, 1st Floor, C-Wing, Hetal Arch, S.V. Road, Opp. Natraj Market, Malad West, Mumbai – 400064, MH, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at <https://suditi.in/>.

19. Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

20. Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee of equity shares has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolutions set out at Item No.: 04 of this Notice.

The Board of Directors believe that the proposed issue of equity shares is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 04 in the accompanying notice for approval by the Members.

Except Promoters to the extent of their respective shareholding, none of the Directors, Key Managerial Personnel are in any way, concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE I:
(Shareholding pattern of the Company before and after the Preferential Issue)

| Sr No | Category | Pre-Issue Shareholding (as on December 06, 2024) | | Shareholding Post Preferential Issue (Conversion of warrants and preferential issue of equity shares) | |
|-------|-------------------------------------|--|--------------------------|---|----------------------------|
| | | No. of Equity Shares held | % to total share capital | No. of Shares held * | % to total share capital * |
| A | <u>Promoter Group</u> | | | | |
| | Promoter and Promoter Group Holding | | | | |
| 1 | Indian | | | | |
| | Individual | 17381673 | 65.92 | 29381673 | 56.59 |
| | Body Corporate | 1519872 | 5.76 | 1519872 | 2.93 |
| | Sub-Total | 18901545 | 71.69 | 30901545 | 59.52 |
| 2 | Foreign Promoters | | | | |
| | NRI | 0 | 0 | 0 | 0 |
| | Sub-Total - A (A1+A2) | 18901545 | 71.69 | 30901545 | 59.52 |
| B. | NON-PROMOTER HOLDING | | | | |
| 1 | Institutional Investors | | | | |
| | Mutual Funds/ FPI/ AIF | 0 | 0 | 0 | 0 |
| | Financial Institutions / Banks | 1100 | 0.00 | 1100 | 0.00 |
| | Insurance Companies | 0 | 0.00 | 0 | 0 |
| | Central Government | 0 | 0.00 | 0 | 0 |
| | Sub-Total - B1 | 1100 | 0.00 | 1100 | 0.00 |
| 2 | Non-Institutional Investors | | | | |
| | Individuals | 6189257 | 23.47 | 10138257 | 19.53 |
| | Body Corporate | 187910 | 0.71 | 4987910 | 9.61 |
| | Others | 1087479 | 4.12 | 5887479 | 11.34 |
| | Sub-Total - B2 | 7464646 | 28.31 | 21013646 | 40.48 |
| | GRAND TOTAL (A+B1+B2) | 26367291 | 100.00 | 51916291 | 100 |

*The shareholding pattern figures are derived under the assumption that all proposed warrants and equity shares will be subscribed in accordance with the shareholders' resolution No. 3 and No. 4 respectively, and that all warrants will subsequently be exercised or converted into equity shares. However, if any equity shares or warrants remain unsubscribed or unexercised, the figures will be adjusted accordingly.

By order of Board of Directors
For Suditi Industries Limited

Sd/-
Pawan Agarwal
Director
DIN: 00808731

Place: Navi Mumbai
Date: December 04, 2024