

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

Ref: No. SIL/SD/82 /2022-23

28th February, 2022

The Listing Operations,
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street; Mumbai- 400001.

Ref: Suditi Industries Ltd. (Script Code 521113)

Sub: Notice of Postal Ballot

Dear Sir,

This is further to our letter dated 24th November, 2022, wherein the Company had informed about the decision of Board of Director of the Company approving the Postal Ballot Notice for seeking approval of the Members of the Company by Passing Special Resolution through remote e-voting for:

- 1) Appointment of Smt. Krina Gala (DIN: 07040989) as Independent woman Director of the Company.
- 2) Re-appointment of Shri. Rajagopal Raja Chinraj (DIN: 00158832) as Wholetime Director (Executive Director) & CEO of the Company.

In this regard, we are submitting herewith the Postal Ballot Notice for seeking approval of Shareholders for the aforementioned resolution by way of Postal Ballot through remote E voting process only. The notice is send through electronic mode to the members who have registered their Email-IDs with the Company's R&TA/ Depository Participant.

The Postal Ballot notice can also be accessed at the company's website www.suditi.in. You are requested to make note of the same.

Thanking you,

Yours' Faithfully,

For **Suditi Industries Limited**

H. Gopalkrishnan
Company Secretary



SUDITI INDUSTRIES LIMITED

CIN: L19101MH1991PLC063245

Registered Office: C-253/254, M.I.D.C., T.T.C. Industrial Area, Pawne Village, Turbhe, Navi Mumbai – 400 705

Administrative office: C-3/B, M.I.D.C., T.T.C. Industrial Area, Pawne Village, Turbhe, Navi Mumbai – 400 705

Tel. No.: +91 - 22 - 67368600/10

E-mail: cs@suditi.in. **Web site:** www.suditi.in

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs General Circulars No. 14, 17, 22, 33 & 39 of 2020, 10 & 20 of 2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 05, 2022 respectively ('MCA Circulars') and subject to other applicable laws and regulations, that the resolutions appended below for the appointment of Smt. Krina Gala as an independent non-executive Woman director and for the re-appointment of Shri. Rajagopal Raja Chinraj (DIN: 00158832) as Executive Director & CEO on the Board of Suditi Industries Limited (the 'Company') is proposed for approval of the shareholders of the Company through Postal Ballot only by remote e-voting process ('e-voting').

A statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder pertaining to the said special resolutions, setting out material facts and the reasons thereof is appended hereto for your consideration.

The Board of Directors of the Company, at its meeting held on November 24th, 2022, appointed Mr. Shivhari Jalan, proprietor of M/s. Shivhari Jalan & Co, Practicing Company Secretary, Mumbai, as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice ('Notice') to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 P.M. IST on **30th December, 2022** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Notice.

A copy of this Notice and the accompanying documents are also placed on the website of the Company viz. www.suditi.in and will also be available on the website of BSE Limited (BSE) at www.bseindia.com and also on the website of National Securities Depositories Limited (NSDL) at <https://www.evoting.nsdl.com/>

The Scrutinizer will submit her report to the Chairperson, after completion of scrutiny of the votes. The results of voting by means of Postal Ballot through remote e-voting will be declared on or before 31st December, 2022 and displayed along with the Scrutinizer's Report at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website: www.suditi.in and on the website of NSDL: <https://www.evoting.nsdl.com/>

Special Business:

Resolution No. 1 - Appointment of Smt. Krina Gala (DIN: 07040989) as Independent woman Director of the Company:

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

RESOLVED THAT pursuant to provisions of section 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions (including any statutory modifications or re-enactments thereof, for the time being in force), if any, Smt. Krina Gala (DIN: 07040989), whose appointment was recommended by the Nomination and Remuneration Committee and confirmed by the Board of Directors as an Additional Director in the category of "Non-Executive Independent Woman Director", in its meeting held on 1st. November, 2022, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations be and is hereby appointed as an Independent Women Director of the Company, to hold office for a term up to five consecutive years commencing from 1st November, 2022 to 31st October 2027 and her office shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution as well as to do all acts, deeds and things, including but not limited to filing of all related forms with the Ministry of Corporate Affairs, for the implementation of this resolution in the manner most beneficial to the interests of the Company."

Resolution No. 2 - Re-appointment of Shri. Rajagopal Raja Chinraj (DIN: 00158832) as Wholetime Director (Executive Director) & CEO of the Company.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for re-appointment of Shri. Rajagopal Raja Chinraj (DIN No: 00158832) as Wholetime Director, designated as Executive Director of the Company, for a period of 3 (Three) years with effect from 01.06.2023 terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri. Rajagopal Raja Chinraj, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Tenure:

The reappointment of Mr. Rajagopal Raja Chinraj as the Whole-time Director (Designated as Executive Director & CEO) shall be for a period of 3 years from June 1, 2023.

The Executive Director shall be paid the following remuneration:

The Executive Director shall be paid Salary, Commission and perquisites restricted to 5% of the net profits of the company for any financial year.

Remuneration:

- a) Salary: Salary, House Rent, and other monthly allowances: Rs.1,55,000/- per month.
- b) Perquisites: The following perquisites shall be allowed in addition to salary and commission.
 1. Company's contribution towards Provident Fund if applicable as per the rules of the Company but not exceeding 12% of the salary.
 2. Encashment of Leave at the end of the tenure as per the company rules.
 3. Annual Ex-gratia for the year subject to the maximum of one month basic salary in lieu of gratuity.

In addition to above the Executive Director shall be entitled to claim reimbursement of all expenses incurred exclusively for the business purposes or promotion of the business activities of the company or incurred on behalf of the company in the normal course of the business.

In the event of inadequacy of profits or loss in any particular financial year comprised in the period of appointment, the maximum salary payable shall be Rs.1,55,000/- per month. Under such circumstances, no commission would be payable.”

“RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Nomination and remuneration committee be and is hereby authorized to increase the remuneration subject to the maximum of 15% in a year effectively from the date this meeting and shall remain valid for the full term of appointment unless and otherwise the same is amended or modified or altered as may applicable as per rules, regulations, acts, enactments including the amendments’ thereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board
For **Suditi Industries Limited**

Sd/-
Pawan Agarwal
Chairman
Place: Navi Mumbai
Date: 24/11/ 2022

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act read with rules thereto stating all material facts and the reasons for the proposals set out in resolution no. 1 and 2 is annexed herewith.
2. The Notice is being sent only by email to all the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on November 25, 2022 (**the ‘Cut-off date’**) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited
3. Shareholders may please note that the Notice will also be available on the Company’s website at <https://www.suditi.in>, website of the Stock Exchange i.e. www.bseindia.com, and on the website of NSDL at "<https://www.evoting.nsdl.com/>. The Company will not be dispatching physical copies of Notice to any Member.
4. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with R&T Agents by following due procedure.
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of voting in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date. Resolution passed by the Members by way of Postal Ballot through Remote E-voting is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
6. Members cannot exercise votes by proxy on Postal Ballot. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
7. Electronic copy of all the documents referred to the accompanying Notice and the Explanatory Statement shall be available for inspection at the registered office of the company.
8. The details regarding E-voting Event Number, User ID and Password along with other instructions are set out below.

9. The voting period for Remote E-voting commences on **1st December, 2022 at 9:00 A.M. IST and ends on 30th December, 2022 at 5.00 P.M. IST** During this period, the shareholders holding equity shares either in physical form or in dematerialized form, as on 25th. November, 2022, being the cut-off date, may cast their vote (for or against) electronically.
10. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company viz. www.suditi.in and on the website of NSDL "<https://www.evoting.nsdl.com/> and shall be communicated to BSE, where the securities of the Company are listed and shall be displayed at the Registered Office as well as at the Corporate Office of the Company.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. **Procedure for Inspection of Documents:** All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on cs@suditi.in.
13. **Procedure for registering the email address and obtaining the Notice and Remote E-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form):**
 - i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in Demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Link Intime India Private Limited by sending email to rnt.helpdesk@linkintime.co.in along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Notice and the e-voting instructions or register their e-mail address with Link Intime by clicking on rnt.helpdesk@linkintime.co.in
 - ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Notice, may temporarily get themselves registered with R&T agents by clicking the link: rnt.helpdesk@linkintime.co.in Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward.
 - iii. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
 - iv. Members who have registered their e-mail address, mobile nos., and postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting Link Intime n, in case the shares are held in physical form.
14. The Register of Members and Share Transfer Books of the Company will remain closed from 29th December, 2022 to 31st December, 2022(both days inclusive) in terms of the provisions of section 91 of the Companies Act, 2013 and the applicable regulations of SEBI. (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Instruction for electronic voting by members

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 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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

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 use 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there are 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.
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.
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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

B) Login Method 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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 shivharijalancs@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 or send a request to Mr. Tejas Chaturvedi, Assistant Manager at evoting@nsdl.co.in.

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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to <https://www.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.

As required by Section 102 of the Act, the following Explanatory Statement sets out the material facts relating to Item Nos. 1 & 2 mentioned in the accompanying Notice.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos.1 & 2 of the accompanying Notice dated November 24th, 2022:

Item No.1:

The Board of Directors of the Company in its meeting held on November 01, 2022 appointed Smt. Krina Gala (DIN: 07040989) as an Additional Director (Independent), with effect from November 01, 2022, for a term of five (5) years subject to approval of the Members of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Companies Smt. Krina Gala as an Independent Director of the Company. Smt. Krina Gala has submitted declarations as required pursuant to Section 149(7) of the Act, stating that she meets the criteria of independence as provided in sub section (6) of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ["SEBI Listing Regulations"]. Smt. Krina Gala has also confirmed in his declaration of Independence that he has complied with the Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended). Further, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee ("Committee") and Board considered that an Independent Director should possess the experience / expertise / qualifications in one or more of the following areas or industries:

Smt Krina Gala has wide experience in the Media industry as she worked for NDTV for about 3.5 years in finance and other related field. Apart from this she is also now extending support to her family business in various functions and capacity.

The Board decided that the appointment of Smt Krina Gala as an Independent Director will be in the best interest of the Company, having regards to her qualifications, knowledge, experience and expertise, and based on the recommendations of the Committee.

The Board is of the opinion that she fulfills the conditions as specified in the Act and rules made thereunder, for her appointment and that Smt Krina Gala is independent of the management.

Eligibility declaration and other relevant disclosures under the Act and the SEBI Listing Regulations received from her and draft of the appointment letter, are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11:00 a.m. and 1:00 p.m. up to the date of the declaration of the results of Postal Ballot.

Brief profile and other requisite details of Smt Krina Gala as required under the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) is provided below.

Name of Director	Smt. Krina Gala
DIN	07040989
Date of Birth	02.03.1985
Age	About 37 years
Date of Appointment	01.11.2022
Expertise in specific Functional areas	Smt Krina Gala has wide experience in the Media industry as she worked for NDTV for about 3.5 years in fiancé and other related field. Apart from this she is also now extending support to her family business in various functions and capacity.
Qualifications	Post Graduate Diploma in Finance from N.L. Dalmia Institute of Management Studies & research from Mumbai
Directorships held in other companies (Excluding Foreign Companies)	Amar Life Sciences LLP (partner)
No. of Shares held in the company	Nil. (However her spouse holds 230833 shares.)
Relationship between director inter-se	Smt. Kina Gala is not related to any director of the company.
Other Details	Smt. Krina Gala has sound knowledge on finance and other related areas as she is supporting her family business in all sphere of activities.

The Board of Directors of the Company recommends the resolution set out in Item No. 1 to be passed as a Special Resolution.

Except Smt. Krina Gala as mentioned above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are in any way, concerned or interested, financially or otherwise in Resolution no. 1.

Item No.2:

The Board of Directors, re-appointed Shri. Rajagopal Raja Chinraj (DIN: 00158832), as whole time Director, liable to retire by rotation, for a term of 3 years i.e. from June 01, 2023 to May 31, 2026, subject to approval of the Members @ such remuneration payable to Wholetime Director with power to make such variation, or increase therein as may be thought fit from time to time, but within the ceiling laid down in Schedule V of the Companies Act, 2013 or any statutory amendment or relaxation thereto..

It is proposed to seek the members' approval for the appointment and remuneration payable to Shri. Rajagopal Raja Chinraj (DIN: 00158832) as Wholetime Director and CEO of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Shri. Rajagopal Raja Chinraj (DIN: 00158832) are as under:

- a) Salary: Salary, House Rent, and other monthly allowances: Rs.1,55,000/- per month.
- b) Perquisites: The following perquisites shall be allowed in addition to salary and commission.

1. Company's contribution towards Provident Fund if applicable as per the rules of the Company but not exceeding 12% of the salary.
2. Encashment of Leave at the end of the tenure as per the company rules.
3. Annual Ex-gratia for the year subject to the maximum of one month basic salary in lieu of gratuity.

In addition to above the Executive Director shall be entitled to claim reimbursement of all expenses incurred exclusively for the business purposes or promotion of the business activities of the company or incurred on behalf of the company in the normal course of the business.

In the event of inadequacy of profits or loss in any particular financial year comprised in the period of appointment, the maximum salary payable shall be Rs.1,55,000/- per month. Under such circumstances, no commission would be payable.”

The relevant complete resolutions passed by the Board of Directors are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the declaration of the results of Postal Ballot.

The information as required under part (B) (iv) of Section II in Part II of Schedule V of the Companies Act, 2013 is given hereunder

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

I. General Information

- a) Nature of Industry: Textile.
- b) Date or expected date of commencement of Commercial Production: The Company has commenced activities.
- c) In case of New Companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospectus. N. A.
- d) Financial performance based on given indicators

Standalone Financial performance for the year ended 31.03.2022

Particulars	Amount (Rs. in Lakhs)
Profit After Tax (Rs.)	(2,900.11)
EPS (Face Value Rs. 10/-)	(16.50)
Net Worth (Rs.)	(221.44)

- e) Foreign Exchange Earnings and Outgo:

Particulars	2021-22
	Amount (Rs. in Lakhs)
Foreign Exchange Earnings	Nil
CIF Value of Imports	45.72

- f) Foreign investments or collaborations:

Details of Foreign Investment as on 30.09.2022:

Sr. No	Category of Shareholder	Number of Shares	% Of shares
1	NRI	79,600	0.30%

I. Information about the Wholetime Director

Name	Background Details	Past Remuneration	Recognition or awards	Job profile and his suitability	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any,
Shri. Rajagopal Raja Chinraj	<p>AGE: 72 years</p> <p>Qualification:</p> <p>B. Tech (Textiles) and Post Graduate Diploma In Wet Processing From Mumbai</p> <p>Specialisation: Shri. Rajagopal Raja Chinraj has wide experience in the textile industry spanning over a period of approx 44 years. He has started his carrier as a Senior Scientist in SAMIRA. He has worked in various capacity like Quality and research officer, processing Manager, Deputy General Manager, Project Manager, Production Manager before joining the company as Works manger in 1993 and later became president of the company. During the span of the professional carrier, he has worked in various organisations including three years period in King carpets, Lagos, Nigeria and also has work exposure in Barnsley, Yorkshire (UK)</p>	Salary, House Rent, and other monthly allowances: Rs.1,55,000/- per month	Nil	Wholetime Director. He is most suitable candidate to the present job	Salary, House Rent, and other monthly allowances: Rs.1,55,000/- per month	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri. Rajagopal Raja Chinraj, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	Except Mr. Shri. Rajagopal Raja Chinraj, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No.2 of this Notice

III. Other Information

- Reasons for inadequacy of profit.
 - The impact of Covid-19 pandemic in the Retail Business activities of the Company and General Economic slowdown in the country at large has resulted in the collapse of overall total Industry volume including the Company's volume of Business;
- Steps taken or proposed to be taken for improvement.
 - Cost Reduction
 - Improvement of Efficiency
 - reduction in the scale of Retail Business activities
- Expected increase in productivity and profits in measurable terms
The company is expected to register better performance in the current financial year.

IV. Disclosures

- The shareholders of the company are informed about the remuneration package of Directors through details in the explanatory statement accompanying notice of Annual general meeting of the company.
- The Corporate Governance report is not applicable to the company however all the details and components of managerial remuneration are disclosed in the explanatory statement accompanying notice of Annual general meeting of the company.

The Board recommends the Special Resolution at Item No. 2 of this Notice for approval of the Members.

Shri. Rajagopal Raja Chinraj, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 2 of this Notice.

Brief profile and other requisite details of Shri. Rajagopal Raja Chinraj as required under the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) is provided below.

Name of Director	Shri. Rajagopal Raja Chinraj
DIN	00158832
Date of Birth	25.03.1950
Age	About 72 years
Date of Appointment	30.05.2018 (effective from 1 st .June 2018)
Expertise in specific Functional areas	Shri. Rajagopal Raja Chinraj has wide experience in the textile industry spanning over a period of approx 44 years. He has started his carrier as a Senior Scientist in SAMIRA. He has worked in various capacity like Quality and research officer, processing Manager, Deputy General Manager, Project Manager, Production Manager before joining the company as Works manger in 1993 and later became president of the company. During the span of the professional carrier, he has worked in various organisations including three years period in King carpets, Lagos, Nigeria and also has work exposure in Barnsley, Yorkshire (UK).
Qualifications	B. Tech (Textiles) and Post Graduate Diploma In Wet Processing From Mumbai.
Directorships held in other companies (Excluding Foreign Companies)	CHENDUR DRESS MANUFACTURERS PVT. LTD. VE LAXMI EXIM LLP (Designated Partner)
No. of Shares held in the company	151700 (includes the 45000 shares held by wife)
Relationship between director inter-se	Shri. Rajagopal Raja Chinraj is not related to any director of the company.
Other Details	Published Few Research Papers And Articles In Textile Magazines, Represented Texcom Team For Textile Ministry For 4 Years, ISI Standards Committee Member For 6 Years, Lectures Given in IIT-Delhi For Improvement Of Textile Education Thru Icrut-Ministry of Textiles, Visiting Lecturer In DKTI Institute, Ichalkaranji For 3 Years, presently NIFT Mumbai Visiting Lecturer, Involved In Textile Research And Development Centre, Kharach Of Grasim Industries For New Innovations.

By Order of the Board of Directors
For **SUDITI INDUSTRIES LIMITED**

Sd/-
Pawan Agarwal
Chairman

Place: Navi Mumbai
Dated: 24/11/2022

Registered Office:
C-253/254, TTC Industrial Area
Pawne Village, MIDC, Turbhe
Navi Mumbai – 400 705.