

# 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.

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Ref. No: SIL/SD/94/2022-23

6<sup>th</sup> January, 2023.

The Secretary/Corporate Services,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort.  
Mumbai – 400 001.

**Ref: Suditi Industries Ltd. (Script Code 521113)**  
**Sub: Minutes of the Postal Ballot by remote e-voting process.**

Dear Sir,

With reference to the captioned subject, we enclose herewith the copy of the Minutes of the Postal Ballot for passing two Special resolution by remote e-voting process concluded on December 30, 2022. The results of the Postal Ballot were announced under regulation 44 vide our letter dated 31st December, 2022. You are requested to take the above information on record.

Thanking you,

Yours' Faithfully,  
For **Suditi Industries Limited,**

**H. Gopalkrishnan**  
Company Secretary

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## **MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON DECEMBER 30, 2022, RESULTS OF WHICH WERE DECLARED ON DECEMBER 31, 2022.**

The Woman independent Director Smt. Sanjula Sanghai had resigned from the Board with effect from 14<sup>th</sup>. October 2022. Accordingly, the Nomination & Remuneration committee in their meeting held on 14<sup>th</sup>. November 2022, after due perusal of all the documents and other credentials, had recommended to the Board the appointment of Smt. Krina Gala as an Independent Non-Executive Woman Director. In the same meeting the committee has also recommended the continuation of Shri Rajagopal Raja Chinraj as Wholetime Director (Executive Director) & CEO for a further period of 3 years beginning from 1<sup>st</sup>. June 2023 to 31<sup>st</sup>. May 2026 by taking into account his present age. Accordingly the board in its meeting held on 1<sup>st</sup>. November appointed Smt. Krina Gala as an Independent Non-Executive Woman Director subject to the approval of the shareholders in the forthcoming General meeting or such other Extra-ordinary General meeting. Further since the Listing regulations stipulates that any director appointed as additional director need to be appointed by passing necessary resolution by the shareholders within three months, it has become necessary for the company to seek the approval of the shareholders by passing special resolution through postal ballot. At its meeting held on November 24, 2022, the Board of Directors ("Board") of the Company approved the proposal to conduct a Postal Ballot pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17 /2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021, dated 23rd June, 2021, 20/2021 dated 8th December, 2021, and 3/2022 dt. 5<sup>th</sup>. May 2022 ("MCA Circulars") to seek approval of the Members for the following resolutions:

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

The Board appointed Mr. Shivhari Jalan, (Membership No. FCS 5703, Certificate of Practice No.: 4226) 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. The e-voting facility to Members was provided through National Securities Depository Limited ("NSDL"). The e-voting period commenced at 9:00 A.M. (IST), Thursday, December 1, 2022 and ended at 5:00 P.M. (IST), Friday, 30th. December 2022. A newspaper advertisement (wrt completion of dispatch) as required under the Companies Act, 2013 was





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published in Business Standard, English and Mumbai Lakshadweep, Marathi language, on Wednesday, 30<sup>th</sup>. November, 2022. The requirement of sending physical copy of the Postal Ballot Notice and Postal Ballot Form had been dispensed with under the aforesaid MCA Circulars. To facilitate the members who were not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent (R&T Agents) of the Company M/s. Link Intime India Pvt. Ltd., or the Company to receive the Notice electronically and cast their vote electronically, the Company had made special arrangement for registration of email addresses in terms of the Circulars issued by Ministry of Corporate Affairs. Eligible Members who had not submitted their e-mail address to R&T Agents, were informed to provide their e-mail address to R&T Agents pursuant to which any Member could receive on the e-mail address provided by the Member, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting. The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on December 31<sup>st</sup>, 2022.

## Summary of the Scrutinizer's Report is as under:

1. Pursuant to General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, and 3/2022 dt. 5<sup>th</sup>. May 2022 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs and due to difficulty in dispatch of Postal Ballot notice, the Postal Ballot notice dated November 24, 2022 was sent to the members whose name(s) appeared on the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Thursday, November 25, 2022.
2. Particulars of votes cast through electronic means only have been entered in the register.
3. The votes cast through electronic means were unblocked on Friday, December 30, 2022 at 5.02 PM
4. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company /list of beneficiaries as on Friday, November 25, 2022.
5. Votes cast through electronic means up to 5:00 PM on Friday, December 30, 2022 being the last time and date fixed by the Company for voting through electronic means were considered for scrutiny.
6. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.



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Based on the analysis of valid votes, the Scrutinizer submitted his report dated December 30, 2022 to the Chairman of the Company. Based on the report, the special resolutions set out in the Postal Ballot notice dated November 24, 2022 were passed with requisite majority.

The details of voting on the special resolutions as per the Scrutinizer's report were as under:

## **1. Appointment of Smt. Krina Gala (DIN: 07040989) as Independent woman Director of the Company:**

"**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.

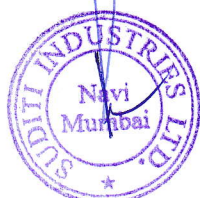
"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution as well as to do all acts, deeds and things, including but not limited to filing of all related forms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

The details of voting of the special resolution No. 1 set out in the notice dated November 24, 2022 were as under: -

Number of valid votes received	Votes in favor of the Resolution	Votes against the Resolution	Number of invalid Electronic Votes received
18947737	18940095	7642	0

## **2. Re-appointment of Shri. Rajagopal Raja Chinraj (DIN: 00158832) as Wholetime Director (Executive Director) & CEO of the Company.**

"**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





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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.

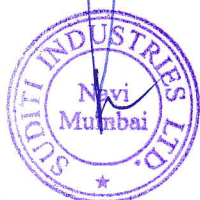
Remuneration:

- 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



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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."

The details of voting of the special resolution No. 2 set out in the notice dated November 24, 2022 were as under: -

Number of valid votes received	Votes in favor of the Resolution	Votes against the Resolution	Number of invalid Electronic Votes received
18878537	18870795	7742	0

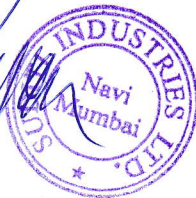
Shri. Pawan Agarwal, Chairman (Non- Executive Director) of the Company received the Scrutinizer's Report on Saturday, December 31, 2022 and authorized the Company Secretary to take the necessary steps as for submission of results to the Stock Exchanges and other Regulatory Compliances.

The e-voting results along with the Scrutinizer's Report were displayed on the website of the Company at [www.suditi.in](http://www.suditi.in) and on the e-voting website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results were also communicated to the Stock Exchange i.e. BSE Limited, where the shares of the Company are listed.

Entered in the Minutes Book on January 3, 2023

Certified True Copy  
For **Suditi Industries Limited**

  
Shri. Pawan Agarwal  
Chairman



For **Suditi Industries Limited**

  
H. Gopalkrishnan  
Company Secretary

