

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/12/2022-23

Date: 30.05.2022

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

Ref: Suditi Industries Ltd. (Script Code 521113)
Sub: Regulation 24A of the SEBI (Listing Regulations and Disclosure Requirement)
Regulations, 2015

Dear Sir,

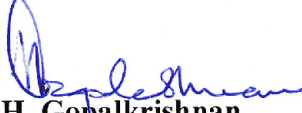
Please find attached herewith the Secretarial Compliance Report dt: 30/05/2022 for the year ended 31st March, 2022 Pursuant to circular CIR/CFD/CMD1/27/2019 dated 08th February, 2019 duly submitted by Secretarial Auditor Shri. Shivhari Jalan, Company Secretary.

Hope the same is in order and request you to make note of the same.

Thanking you,

Yours faithfully,

For **Suditi Industries Limited**


H. Gopalkrishnan
Company Secretary





Secretarial compliance report

of

Suditi Industries Limited

for the year ended 31st March, 2022

(Pursuant to circular CIR/CFD/CMD1/27/2019 dated 08th February, 2019)

To,
The Members of
Suditi Industries Limited.
C - 253 / 254, MIDC, T.T.C. Ind. Area,
Pawne Village, Turbhe, , Navi Mumbai,
Maharashtra, 400705.

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., have examined:

- (a) all the documents and records made available to me and explanation provided by Suditi Industries Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and applicable Regulation and circulars / guidelines issued thereunder.

and based on the above examination, considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that, during the Review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr.No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|-------|---|---|---|
| 1 | Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Delay submission of the financial results within the prescribed period for the quarter ended March 31, 2021. The Company was required to submit the audited financial result for the quarter ended March 31, 2021 on or before June 30, | The Company had called the meeting of Board of Director on June 30, 2021 to consider and approve the following: a) The Audited |

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| | | <p>2021. The Company has submitted audited financial result for the quarter ended March 31, 2021 on August 27, 2021.</p> | <p>Financial Results (Standalone and Consolidated) of the company for the quarter/year ended 31st March 2021</p> <p>b) To recommend a dividend, if any for the financial year ended 31st March 2021.</p> <p>W.r.t. Notice of Board Meeting the Company has intimated to the BSE Ltd on 22.06.2021.</p> <p>However due to COVID – 19 pandemic conditions the meetings to be held on June 30, 2021 was cancelled. The cancellation of meeting with reason was also submitted to BSE Limited on June 29, 2021. Further the Company had requested for Extension of Time period for Submission of Financial Results 2020-21 was also submitted to BSE Limited on June 29, 2021. Further the Company had called the meeting of Board of Director on August 20, 2021 to consider and approve the following:</p> <p>a) The Audited Financial Results (Standalone and Consolidated) of the company for the quarter/year</p> |
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| | | | <p>ended 31st March 2021</p> <p>b) To recommend a dividend, if any for the financial year ended 31st March 2021.</p> <p>W.r.t. Notice of Board Meeting the Company has also intimated to the BSE Ltd on 13.08.2021.</p> <p>However the meeting got adjourned due to lack of quorum and meeting rescheduled on August 27, 2021. Thus the Company has declared audited financial result for the quarter ended March 31, 2021 on August 27, 2021.</p> |
| 2 | Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | <p>Delay submission of the financial results within the prescribed period for the quarter ended June 30, 2021. The Company was required to submit the financial result for the quarter ended June 30, 2021 on or before August 14, 2021. The Company has submitted financial result for the quarter ended June 30, 2021 on September 2, 2021</p> | <p>Due to delay in declaration of audited financial result for the quarter ended March 31, 2021. The unaudited financial result for the quarter ended June 30, 2021 could not get completed on time and company has declared unaudited financial result for the quarter ended June 30, 2021 on September 2, 2021 with delay of 19 days.</p> |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|---|---|---|
| 1. | BSE Limited | Non-submission of the financial results within the period for the quarter ended March 31, 2021. | Fine of Rs. 2,77,300 (inclusive of GST @ 18 %). | The Company has received email from BSE Ltd on July 29, 2021 for levy of fines of Rs. 1,71,100. Thereafter the Company has received another email from BSE Ltd on August 18, 2021 for levy of fines of Rs. 2,77,300 (Fines as on August 16, 2021) and Reminder for freezing of promoter demat account. The Company has paid the fines of Rs. 2,53,800 (after deducting TDS) to BSE Ltd vide cheque no. 122389 drawn on Axis Bank Ltd. The Company has made request to BSE Ltd for waiver of penalty for delay in the submission of Financial Results on 27.08.2021. The request letter submitted by the company to BSE Ltd is also disseminated by BSE Ltd in corporate announcement section of the Company on 27.08.2021. The waiver application still pending with BSE Ltd. |
| 2. | BSE Limited | Non-submission of the financial | Fine of Rs. 1,00,300 (inclusive of GST @ 18 %). | The Company has received email from BSE |

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| | | results within the period for the quarter ended June 30, 2021 | | <p>Ltd on September 14, 2021 for levy of fines of Rs. 1,00,300. Thereafter the Company has received another email from BSE Ltd on September 30, 2021 for levy of fines of Rs. 100,300 (Fines as on September 30, 2021) and Reminder for freezing of promoter demat account. The Company has paid the fines of Rs. 91,800 (after deducting TDS) to BSE Ltd through NEFT UTR No. AXISP00228969972 dated 01.10.2021. The Company has made request to BSE Ltd for waiver of penalty for delay in the submission of Financial Results on 02.09.2021. The request letter submitted by the company to BSE Ltd is also disseminated by BSE Ltd in corporate announcement section of the Company on 02.09.2021. The waiver application still pending with BSE Ltd.</p> |
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|--|---|---|
| 1 | Delayed submission of the financial results within the prescribed period for the quarter ended March 31, | 31.03.2021 | The request letter submitted | The Company has not paid the |

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| | <p>2020. The Company was required to submit the audited financial result for the quarter ended March 31, 2020 on or before July 31, 2020. The Company has submitted audited financial result for the quarter ended March 31, 2020 on September 11, 2020. However due to impact of the surge in the COVID 19 cases and the strict lock down measures enforced by the local authorities the meetings to be held on July 31, 2020 was cancelled. The cancellation of meeting with reason was also submitted to BSE Limited on July 31, 2020. Further the statutory auditor of the Company got tested positive in the middle of the audit, declaration as containment Zone in and around Company's factory and office premises, difficulty for the staff members to attend important matters related to audit. Therefore the audit could not get completed on time and company has declared audited financial result for the quarter ended March 31, 2020 on September 11, 2020. The Company has received email from BSE Ltd on August 18, 2020 for levy of fines of Rs. 94,400. The Company has not paid the fines of Rs. 94,400 payable by the company to the BSE Ltd. The Company has made request to BSE Ltd for waiver of penalty for delay in the submission of Financial Results on 11.09.2020. The request letter submitted by the company to BSE Ltd is also disseminated by BSE Ltd in corporate announcement section of the Company on 11.09.2020. The waiver application still pending with BSE Ltd.</p> | | <p>by the company to BSE Ltd is also disseminated by BSE Ltd in corporate announcement section of the Company on 11.09.2020. The waiver application still pending with BSE Ltd.</p> | <p>finest of Rs. 94,400 payable by the company to the BSE Ltd. The request letter submitted by the company to BSE Ltd is also disseminated by BSE Ltd in corporate announcement section of the Company on 11.09.2020. The waiver application still pending with BSE Ltd.</p> |
| 2. | <p>Delayed submission of the financial results within the prescribed period for the quarter ended June 30, 2020. The Company was required to submit the financial result for the quarter ended June 30, 2020 on or before September 15, 2020. The Company has submitted financial result for the quarter ended June 30, 2020 on September 25, 2020. Due to delay in declaration of audited financial result for the quarter ended</p> | 31.03.2021 | <p>The Company has made request to BSE Ltd for waiver of penalty for delay in the submission of Financial Results on 25.09.2020. The</p> | <p>The BSE Ltd vide is mail dated December 01, 2021 the company's request for waiver of the fine has been approved.</p> |

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| | <p>March 31, 2020. The unaudited financial result for the quarter ended June 30, 2020 could not get completed on time and company has declared unaudited financial result for the quarter ended June 30, 2020 on September 25, 2020 with delay of 10 days. The Company has received email from BSE Ltd on October 16, 2020 for levy of fines of Rs. 59,000. The Company has paid the fines of Rs. 55,250 (After deducting TDS) to BSE Ltd on 13.11.2020 vide cheque no 025625 drawn on Axis Bank Limited. The Company has made request to BSE Ltd for waiver of penalty for delay in the submission of Financial Results on 25.09.2020. The request letter submitted by the company to BSE Ltd is also disseminated by BSE Ltd in corporate announcement section of the Company on 25.09.2020. Further Post receipt of email the company has also made request to BSE Ltd through email on October 20, 2020 for waiver of fines.</p> | | <p>request letter submitted by the company to BSE Ltd is also disseminated by BSE Ltd in corporate announcement section of the Company on 25.09.2020. Further Post receipt of email the company has also made request to BSE Ltd through email on October 20, 2020 for waiver of fines. The BSE Ltd vide is mail dated December 01, 2021 the company's request for waiver of the fine has been approved.</p> | |
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Place: Mumbai

Date: 30.05.2022

UDIN: F005703D000430842

**For Shiv Hari Jalan & Co.
Company Secretaries**

FRN: S2016MH382700

Shivhari Digitally signed
by Shivhari Jalan
Jalan Date: 2022.05.30
17:39:00 +05'30'

(Shiv Hari Jalan)

Proprietor

FCS No: 5703

C.P.NO: 4226

PR No. 1576/2021