

SUDITI INDUSTRIES LTD.



C-253/254, MIDC, TTC INDL.AREA, PAWNE VILLAGE, TURBHE, NAVI MUMBAI – 400 703
Tel. No: 67368600/10, web site: www.suditi.in E-mail: cs@suditi.in CIN: L19101MH1991PLC063245
Regd.Office: A-2, Shah & Nahar Indl.Estate, Unit No.23/26, Lower Parel, Mumbai-400013.

Ref: No. SIL/SD/14/2021-22

Date: 29.06.2021

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

Company Script Code No. 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: 29/06/2021 for the year ended 31st March, 2021 Pursuant to circular CIR/CFD/CMDI/27/2019 dated 08th February, 2019 duly submitted by the 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, 2021

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

Due to COVID -19 lockdown restriction We have examined through remote location though documents provided us on Email:

- (a) all the documents and records of 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, 2021 (“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;
- (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)

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Branch Office:. 104, Mahavir Building, 44/46, Kalbadevi Road, Mumbai - 400002

 **shivharijalancs@gmail.com,**  **:(022) 22075834, 22075835, 26836215, 9869035834**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the period under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the period under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Applicable Regulation and circulars / guidelines issued thereunder.

and based on the above examination, We hereby report that, during the Review Period:

- (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 (a) 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, 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	The Company had called the meeting of Board of Director on July 31, 2020 to consider and approve the following: a) The Audited Financial Results (Standalone and Consolidated) of the company for the quarter/year ended 31st March 2020 b) To recommend a dividend, if any for the financial year ended 31st March 2020. W.r.t. Notice of Board Meeting the Company has also intimated to the BSE Ltd on 23.07.2020.

			<p>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.</p>
2	Regulation 33 of (a) 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 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	Due to delay in declaration of audited financial result for the quarter ended 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

		30, 2020 on September 25, 2020	financial result for the quarter ended June 30, 2020 on September 25, 2020 with delay of 10 days.
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- (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, 2020	Fine of Rs. 94,400 (inclusive of GST @ 18 %).	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.
2.	BSE Limited	Non-submission of the financial results within the period for the	Fine of Rs. 59,000 (inclusive of GST @ 18 %)	The Company has received email from BSE Ltd on October 16, 2020 for levy of fines of Rs.

		quarter ended June 30, 2020		59,000. The Company has paid the fines of Rs. 55,250 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. The waiver application still pending with BSE Ltd.
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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	In the constitution of the Board of Directors & Board Committees of the Company there was a minor deviation consequent upon one of the independent directors becoming disqualified. Mr. Sushilkumar Singh Kasliwal, Independent Director of the Company became	31.03.2019	The Board in its Meeting held on 09.10.2018 reconstituted the committees of Board and Composition of Board of Directors.	Pursuant to reconstitution of the Board of Directors & Board Committees of the Company in Board Meeting held on 09.10.2018 the constitution of the Board of Directors

	<p>disqualified pursuant to section 164(2) read with section 167(1)(a) of the Companies Act, 2013, vide an MCA notification in this regard. Pursuant to this, he submitted his resignation on 12.09.2018 which was accepted and taken on record by the Board in its Meeting held on 09.10.2018. In the same Meeting the respective board committees were reconstituted.</p>			<p>& Board Committees of the Company are in order.</p>
<p>No observations were made in our previous report dated 31.07.2020 and hence reporting on action taken by the listed entity and our comment thereto, does not arise</p>				

Place: Mumbai
Date: 29.06.2021
UDIN: F005703C000536521

For Shiv Hari Jalan & Co.
Company Secretaries
FRN: S2016MH382700

Shivhari
Jalan

Digitally signed by
Shivhari Jalan
Date: 2021.06.29
16:13:45 +05'30'

(Shiv Hari Jalan)
Proprietor
FCS No: 5703
C.P.NO: 4226