



SUDITI INDUSTRIES LIMITED

CIN: L19101MH1991PLC063245

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

Tel: 67368600/10 Fax: 27683465 E-mail: cs@suditi.in Website: www.suditi.in

Regd. Office: A-2, Shah & Nahar Indl. Estate, Unit No.23/26, Lower Parel, Mumbai – 400 013.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING & REMOTE E-VOTING INFORMATION

1. The Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of the Company will be held on Tuesday the 6th March 2018 at 3.30 P.M. at Conference hall, Society Terrace, A-2, Shah & Nahar Estate (Registered Office Premises building), Lower Parel, Mumbai - 400 013 to transact the following business:-
 - i. issue Fully Convertible Debentures to H T Media Limited (a non promoter investor) on a preferential basis,
 - ii. Amendment in the Articles of Association,
 - iii. Approval of Related Party transactions.
2. Physical copies of the Notice of EGM have been sent to all the members at their registered address in the permitted mode. In addition to this the same has been also sent through electronic mode to those shareholders who have registered their email ids with RTA/Company. The same is also available on the Company's website www.suditi.in. The dispatch of Notice of EGM has been completed on 06/02/2018.
3. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended, the Company is offering remote e-voting facility to its members. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th February, 2018, may cast their vote electronically on the Special Business as set out in the Notice of EGM through electronic voting system of Central Depository Services (India) Limited (CDSL) from a place other than venue of EGM ("remote e-voting"). All the members are informed that:
 - i. The Special Business as set out in the Notice of EGM may be transacted through voting by electronic means;
 - ii. The remote e-voting shall commence on Saturday the 3rd March, 2018 (9.00 a.m. Indian Standard Time);
 - iii. The remote e-voting shall end on Monday the 5th March, 2018 (5.00 p.m. Indian Standard Time). The remote e-voting shall not be allowed beyond 5.00 p.m. on 5th March, 2018;
 - iv. The cut-off date for determining the eligibility to vote by electronic means or at the EGM is 27th February, 2018;
 - v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. 27th February, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote.
 - vi. Members may note that:
 - a) The remote e-voting module shall be disabled by CDSL after the aforesaid date and time for voting and once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently;
 - b) The facility for voting through ballot paper shall be made available at the EGM;
 - c) The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again; and
 - d) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
 - vii. The Notice of EGM is available on the Company's website www.suditi.in.
 - viii. In case of queries, members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members at the Downloads Section of www.evotingindia.com or call on toll free no.18002005533 or contact Mr. Rakesh Dalvi (022-23058542) / Mr. Mehboob Lakhani (022-23058543), Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 at the designated email ID: helpdesk.evoting@cdslindia.com who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at email ID cs@suditi.in or the Registered Office address.
4. For any queries members may also contact Register & Share Transfer Agents at the following address: Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Industrial Premises, 1st Floor, 44-E, M VasANJI Marg, Andheri-Kurla Road, Safed Pool, Andheri East, Mumbai - 400 072. Tel: 28515606/28515644. E-mail: investor@sharexindia.com.

By order of the Board
For **SUDITI INDUSTRIES LIMITED**

Sd/-
H.Gopalkrishnan
Company Secretary
& V.P. (Finance)

Place: Mumbai
Date: 08.02.2018