

**SUDITI INDUSTRIES LIMITED**

CIN: L19101MH1991PLC063245

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

Factory & Admn. Office: C-253/254, MIDC, TTC Industrial Area, Turbhe, Pawne Village, Navi Mumbai - 400 703.

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

MEETING:

Notice is hereby given that an Extra-Ordinary General Meeting 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:-

SPECIAL BUSINESS:**1. TO ISSUE FULLY CONVERTIBLE DEBENTURES TO H T MEDIA LIMITED (A NON PROMOTER INVESTOR) ON A PREFERENTIAL BASIS:**

To consider and if thought fit, to pass with or without modification(s) the following Resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the "Act"), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "RoC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act ("FEMA") and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot three (3) Unsecured Fully Convertible Debentures (hereinafter referred to as the "FCDs"), at a price of Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs) per FCD having face value of Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs) carrying a Nil Coupon Rate each fully paid up, for an amount not exceeding Rs.4,50,00,000/- (Rupees Four Crore Fifty Lakhs only), ("FCDs Amount") and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, by way of a preferential allotment on private placement basis to H T MEDIA LIMITED being a person other than Promoter and /or Promoter Group, and to issue such number of equity shares as may be required to be issued upon conversion of the FCDs allotted pursuant to this resolution or as may be necessary in accordance with the following terms of the offering.:

1. The FCDs shall be unsecured.
2. Pricing of Equity Shares – Frequently Trade Shares: The FCDs shall be converted into Equity Shares of face value of Rs.10/- each at a price which is higher of the following:
 - (a) Rs.80/- per equity share.
 - (b) Price arrived at in accordance with the ICDR Regulations. ("Conversion Price").
3. The FCDs by themselves do not give H T Media Limited any right of a shareholder of the Company.



4. The number of Equity Shares to be allotted to H T Media Limited upon conversion will be determined by dividing the Conversion Amount by the Conversion Price.
5. The new Equity Shares issued on conversion of FCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing issued and subscribed Equity Shares of the Company including as to dividend. These Equity Shares will be listed on the stock exchanges where Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the FCDs shall be converted into Equity Shares at the end of [18] months from the date of such allotment.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the debentures shall be the date 30 (thirty) days prior to the date on which the FCD holder become entitled to apply for equity shares.

RESOLVED FURTHER THAT in accordance with the Regulation 74(1) of the ICDR Regulations the FCDs shall be allotted within a period of 15 days from the date of passing of this resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT: a) The debentures to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI ICDR Regulations, b) An amount equivalent to 100% of the debenture value shall become payable for the debentures on or before the date of the allotment of debentures. The amount paid against debentures shall be adjusted / set off against the price payable for the resultant equity shares, c) Subject to applicable provisions of law, such debentures shall be converted into equity shares of the Company, upon expiry of 18 months from the date of allotment, d) the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the FCDs, be listed on BSE and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the FCDs and for the admission of the equity shares with the depositories, viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), and for the credit of such equity shares allotted upon conversion of the FCDs to the demat account of the Proposed Allottee. e) The debentures and pursuant to conversion of debentures, the equity shares to be allotted to the proposed allottee, shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board of Directors/Committee(s) of the Board be and are hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said FCDs, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions."



2. TO AMEND THE ARTICLES OF ASSOCIATION:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION

RESOLVED THAT the consent of the Company be and is hereby accorded under provisions of section 14 of the Companies Act, 2013, including the amendments thereto, the existing Clause 14 (2) of Articles of Association of the Company be substituted with the following clause:

Mode of further issue of Securities" (2) A Further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, or such other or on partly/fully convertible or non- convertible basis as may be subject to and in accordance with the Act and the Rules."

"RESOLVED FURTHER THAT, Shri. Pawan Agarwal, Chairman & Managing Director, and, or, the Company Secretary and compliance officer of the company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution."

3. Approval of Related Party transactions.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and also in superstitution of the earlier resolutions passed by the members in this regard and other applicable Rules, Regulations, Guidelines, Notifications, Clarifications and circulars as may be in force from time to time and subject to such approvals, consents, sanctions and permissions as may be necessary, the members of the Company do hereby accord their approval to all contracts/agreements/arrangements whether existing or to be entered into by the Company in future from time to time with the following parties."

Name of the Related Party	Nature of Relationship	Particulars of Contract	Period	Likely Amount of transaction per annum (in Rs.)
Intime Knits Pvt. Ltd.	Company in which Directors are Interested	Sale of products & services. Purchase of fabrics & services.	2017-18 to 2022-23	8 crores
Black Gold Leasing Pvt. Ltd.	Company in which Directors are Interested	Service agreement executed with the company for office & estate management.	2017-18 to 2022-23	6 crores
R. Piyarellal Pvt. Ltd.	Company in which Directors are Interested	Sales & receipt of Job work service	2017-18 to 2022-23	1 Crore
BLR Knits Pvt. Ltd.	Company in which Directors are Interested	Sales & receipt of Job work service	2017-18 to 2022-23	80 lakhs
Suditi Design Studio Ltd.	Subsidiary Company	Sale of Fabrics & Finished Garments	2017-18 to 2022-23	10 crores
Suditi Sports Apparel Ltd.	Subsidiary Company	Sale of Fabrics & Finished Garments	2017-18 to 2022-23	8 crores
SAA & Suditi Retail Pvt.Ltd	Joint Venture Company	Sale of Fabrics & Finished Garments	2017-18 to 2022-23	10 crores

RESOLVED FURTHER THAT following points be noted and approved w.r.t aforesaid contract:



- (i) The contract is competitive, at arm's length price, without conflict of interest and not less advantageous to as compared to similar contracts with other parties.
- (ii) The company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon and has filed its up to date Balance Sheets and Annual Returns with the Registrar of Companies.
- (iii) All factors relevant to the contract have been considered as mentioned above.
- (iv) There are no advance payments made or received in respect of above transactions.

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

By Order of the Board of Directors
For **SUDITI INDUSTRIES LIMITED**
Sd/-

Place: Mumbai
Dated: 25/01/2018

H.Gopalkrishnan
Company Secretary & V.P. Finance

NOTES:

1. A member entitled to attend and vote at the above Meeting may appoint one or more Proxies to attend and vote instead of him. The Proxy need not be a member of the Company. Proxy form to be valid shall be deposited with the company not later than forty eight hours before the time for holding the meeting. E voting procedures and instructions circular are sent along with the Notice.
2. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the EGM.
3. A statement pursuant to section 102 of the companies act 2013, setting out all material facts relating to items nos1 to 3 of this Notice is annexed herewith and the same should be taken as part of the Notice.
4. Members are also requested to notify immediately of any change in their address to the Company/ Share Transfer Agents.
5. Shareholders seeking any specific information with regard to the matter specified in the notice are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
6. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
7. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays and Holidays between 10.30 a.m. to 5.00 p.m. up to the date of the Extra-Ordinary General Meeting.
8. The company has sent the notice along with Entrance pass/attendance slip, proxy form along with e-voting instructions to each and every shareholder of the company. However In support of the "Green Initiative" announced by the Government of India, electronic copies of this Notice inter alia



indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by e-mail to those members whose e-mail addresses have been made available to the company/ Depository participants/R&T Agents irrespective of sending physical copies of the same.

9. The Company is providing its members the facility to cast their vote on the resolution by electronic means ("evoting"). Instructions for Remote Electronic Voting (Remote Voting).

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

VOTING THROUGH ELECTRONIC MEANS - INSTRUCTIONS

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening an Extra-Ordinary General Meeting to be held on Tuesday the 6th March 2018 at 3.30 P.M. The company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

The company has appointed Shri. Shiv Hari Jalan, Company Secretary as the scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on 27th February, 2018.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday the 3rd March, 2018 (9.00 a.m. Indian Standard Time) and ends on Monday the 5th March, 2018 (5.00 p.m. Indian Standard Time)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th February, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.



DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Suditi Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Information:-

- (i) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) of 27th February, 2018.
- (ii) Since the company is required to provide members the facility to cast their vote by electronic means, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.
- (iii) The scrutinizer shall, immediately after the conclusion of voting at the Extra-Ordinary General Meeting, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman.
- (iv) The chairman shall declare the result of the voting forthwith. The results declared along with the scrutinizer's report shall be placed on the company's website www.suditi.in and on the website of CDSL and shall simultaneously forward the results to BSE Limited.
- (v) Voting will be provided to the members through e-voting and/or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at AGM shall be treated as invalid.

**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 to 3 of the accompanying Notice dated 25th January 2018:

Item No.1 Preferential Issue of Convertible debentures:

The Company owns and operates in the Retail segment of the market and one of the largest cash outflows for the Company are the marketing expenses. Being a B2C player in an emerging industry such outlays are necessary to communicate the product, promotional offers, etc to the general public. H T Media Limited, a prominent name in Indian/International media space, has agreed to subscribe to the Fully Convertible Debentures. The said issue will augment the medium term resources of the Company and the said association will facilitate the Company to leverage upon H T Media Limited platforms and expand the brand reach within the primary and secondary catchments. Pursuant to provisions of Section 42, 62, and 71 of Companies Act, 2013 (the "Act") and Regulation 72 of SEBI ICDR Regulations, any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution. The consent of the shareholders is being sought by a special resolution to enable the Board to issue Fully Convertible Debentures as may be permitted under applicable laws to H T Media Limited in accordance with the provisions of the Companies Act, 2013 and Rules made there under, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued. The proposed allottee of Fully Convertible Debentures has not sold any equity shares of the Company during the six months preceding the Relevant Date. Therefore, in compliance with the provisions of applicable laws, the proposed resolutions as set out at Item No. 1 is recommended for the approval of Shareholders' as Special Resolutions. Further, in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 of the SEBI ICDR Regulations, the following disclosures are required to be made in the Explanatory Statement to the Notice:

Board of Directors at its meeting held on 25/01/2018, after considering the various sources for sourcing funds, while at the same time maintaining public shareholding at 25% post issue, deemed it appropriate to create, issue, offer and allot Three (3) Fully Convertible Debentures having face value of Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs) each, , at par, for an aggregate amount of up to Rs 4,50,00,000 (Rupees Four Crores Fifty Lakhs Only) to H T Media Limited.

Other terms relating to Issue of FCDs:

1. The Equity shares issued on conversion shall rank pari passu with the Existing Equity Shares of the Company
2. The FCDs shall be converted into Equity Shares at the end of 18 months from date of such allotment.
3. The FCDs shall be unsecured.
4. Pricing of Equity Shares – Frequently Trade Shares: The FCDs shall be converted into Equity Shares of face value of Rs.10/- each at a price which is higher of the following:
 - (a) Rs.80/- per equity share.
 - (b) Price arrived at in accordance with the ICDR Regulations. ("Conversion Price").
5. 3 (Three) No of FCDs having face value of Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs) each, , at par, for an aggregate amount of up to Rs. 4,50,00,000 (Rupees Four Crore Fifty Lakhs). The FCDs shall not carry any coupon rate per annum.
6. FCDs shall be allotted within a period of 15 days from the date of passing of this resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.
7. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: N.A
8. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: N.A
9. The Disclosure required pursuant to Regulation 73 of ICDR Regulations and the Companies Act, 2013 are as follows:



- a) **The objects of the Preferential issue:**
- (i) The object of the issue is to meet funding requirements towards brand building through advertising in the print and non-print media.
 - (ii) To meet issue expenses
 - (iii) General Corporate Purposes.
- b) **Proposal of the promoters, directors or key managerial personnel to subscribe to the offer:**
- None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any shares pursuant to this preferential issue of Fully Convertible Debentures
- c) **Shareholding pattern before and after the Preferential Issue:**

Sr. No	Category	Pre-Allotment#		Post-allotment*	
		No. of shares	%	No. of shares	%
	Category				
A	Promoter's Holding				
1.	Indian Promoters				
a.	Individual/HUF	12045350	71.856	12045350	71.856
b.	Bodies Corporate	200	0.001	200	0.001
c.	Others				
2.	Foreign Promoters				
a.	Individual	0	0	0	0
b.	Bodies Corporate				
	Sub Total (A)	12045550	71.857	12045550	71.857
B.	Non Promoters Holding				
1.	Mutual Fund/UTI	0	0	0	0
2.	FIs/Banks	1200	0.007	1200	0.007
3.	FIs	0	0	0	0
4.	Bodies Corporate	349801	2.087	349801	2.087
5.	Residents Individuals	4076304	24.316	4076304	24.316
6.	NRI	183701	1.096	183701	1.096
7.	Foreign Nationals	0	0	0	0
8.	Overseas Corporate Bodies	0	0	0	0
9.	Clearing Members	106677	0.636	106677	0.636
10.	Directors/Relatives	0	0	0	0
11.	Foreign Trusts	0	0	0	0
12.	Indian Trust	0	0	0	0
	Sub Total (B)	4717683	28.143	4717683	28.143
	Grand Total (A+ B)	16763233	100.000	16763233	100.000

Note:

The above Pre-allotment shareholding has been given on the basis of data available as on 19.01.2018.

* As the Conversion price cannot be determined as on date of Notice to the Members, the number of Equity Shares on Conversion of FCDs proposed to be issued, does not form part of the Post-allotment Shareholding.



Further the effect of 240890 options under SUDITI ESOP 2011 has also not been taken into consideration as the Employees are yet to exercise their option as on this date. Further, at the time of conversion of debentures into equity shares as well as allotment of shares made to the employees on exercise of option percentage likely to be changed.

d) **Time within which the preferential issue shall be completed:**

The allotment of FCDs will be completed within the time limit prescribed under ICDR Regulations.

e) **Identity of the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company, consequent to the preferential issue:**

Sr. No.	Name of Proposed Allottee	Pre-allotment as on January 19, 2017		Post-allotment		The identity of the Natural persons who are the ultimate beneficial owners or who ultimately control the proposed allottee
		No. of Equity Shares	% to Paid-up Capital	No. of Equity Shares	% to Paid-up Capital	
1	H T Media Limited	Nil	Nil	Please see Note 1		Please see note 2
	Total	Nil	Nil			

Note 1: As the Conversion price cannot be determined as on the date of notice to the members, the number of Equity shares on conversion of FCDs proposed to be issued, does not form part of the post-allotment shareholding.

Note 2: H T Media Limited, the proposed allottee is listed Company incorporated under the laws of India and having registered office at 18-20, Kasturba Gandhi Marg, New Delhi, Delhi – 110001. H T Media Limited being a listed Company falls under the Exempt category on identification of natural persons.

The existing promoters will continue to be in Control of the Company. There will not be any change in the management or control of the Company on account of the proposed preferential allotment, except for change in shareholding pattern and voting rights.

f) **Undertaking to re-computed price:**

The Company undertakes to re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations.

g) **Undertaking to put under lock-in till the re-computed price is paid:**

The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the equity shares shall continue to be locked in till the time such amount is paid by the allottees.

h) **Certificate from Statutory Auditors:**

The Company has obtained certificate from the Statutory Auditor of the Company that this issue is being made in accordance with the requirements contained in the aforesaid SEBI (ICDR) Regulations. The copy of said certificate is available for inspection during the office hours at the registered office of the company.

i) **Relevant Date:**

As per Regulation 71 of SEBI (ICDR) Regulations, the relevant date for issue of Equity Shares the issue price under Regulation 76 of SEBI ICDR Regulations shall be 30 days prior to the date of passing the



Resolution by the board for conversion of the debenture into equity on exercise of the option to convert the same by allottees.

j) **Lock-in Period:**

The FCDs and Equity shares issued on conversion shall be locked in as per the provisions of ICDR Regulations.

The resolution at item No. 1 require approval of the Members by way of a Special Resolution for the Company to issue the said FCDs to H T Media Limited as stated above on a preferential basis.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 1 of the Notice.

The Board recommends the resolution as special resolution as set out at Item No. 1 of the Notice for approval by the shareholders.

Item No 2.

The existing clause 14 (2) of the Articles of Association empowers the company to issue shares instead of securities which has wider meaning covering all types of instruments like shares, warrants and debentures. Since the company proposes to issue fully convertible debentures, the existing clause needs to be suitably altered to enable the company to issue fully convertible debentures. Accordingly the resolution proposing to alter the same is placed before the members seeking their approval.

The Board recommends the resolution as special resolution as set out at Item No. 2 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item No 3.

The company has undertaken transaction with related parties as stated in the details provided below on "Arms Length" basis not detrimental to the interest of the company. The transaction executed so far are within the limits of the special resolution passed in the 24th Annual General Meeting held on 29/09/2015 by the shareholders. However since the subsidiary companies have recorded significant growth in their business as well as the joint venture company M/S.SAA & Suditi Retail Private Limited has started their sales business activities, the existing threshold limits with related parties needs a further revision as the company would be undertaking supply of fabrics and finished garments at market rates or on "Arms Length" basis to the these companies also. Under section 188 of the Companies Act, 2013 (the Act), and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 sanction of the shareholders is required for enabling the Board of Directors to undertake related party transactions beyond a particular limit. Even though the transactions entered by the company are within the threshold limit of 10% of Annual gross turnover and the terms are at "Arms Length" basis, the company as a matter of abundant precaution seeks the approval of the members by way of special resolution granting permission to the Board to carry out the transactions beyond the threshold limit of 10% including those undertaken by the company so far. The company now proposes to obtain the approval of the members for ratifying as also for giving approval to the Board of Directors or its duly constituted committee.



EXPLANATORY STATEMENT

Sl. No	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of transaction executed from April 17 to Dec 2017	Applicability Period sought in the Resolution
1	Intime Knits Pvt. Ltd.	Company in which Directors are Interested	Sale of products & services. Purchase of fabrics & services.	Sale of Goods = Rs.393.23 Lacs Purchase of Goods = Rs.0.55 Lacs	2017-18 to 2022-23
2	Black Gold Leasing Pvt. Ltd.	Company in which Directors are Interested	Service agreement executed with the company for office & estate management.	Payment for Services Received = Rs.64.87 Lacs	2017-18 to 2022-23
3	R. Piyarellal Pvt. Ltd.	Company in which Directors are Interested	Sales & receipt of Job work service/Goods	Purchase of Goods = Rs.6.51 Lacs Payment for Services Received = Rs.4.75 Lacs	2017-18 to 2022-23
4	BLR Knits Pvt. Ltd.	Company in which Directors are Interested	Sales & receipt of Job work service	Sale of Goods = Rs.0.14 Lacs	2017-18 to 2022-23
5	Suditi Design Studio Ltd.	Subsidiary Company	Sale of Fabrics & Finished Garments	Sale of Goods = Rs.17.97 Lacs	2017-18 to 2022-23
6	Suditi Sports Apparel Ltd.	Subsidiary Company	Sale of Fabrics & Finished Garments	Nil	2017-18 to 2022-23
7	SAA & Suditi Retail Pvt. Ltd.	Joint Venture Company	Sale of Fabrics & Finished Garments	Sale of Goods = Rs.0.17 Lacs Payment for Services Received = Rs.2.61 Lacs	2017-18 to 2022-23

Shri. Pawan Agarwal and his relatives as well as promoter group of shareholders is interested in the said resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Shri. Pawan Agarwal (being the appointee) and his promoter group of shareholders, is in any way, concerned or interested, in the resolution set out at Item No.3 of the Notice.

The Board recommends the resolution as special resolution as set out at Item No. 3 of the Notice for approval by the shareholders.

The members may please note that as per the listing agreement, the related parties as defined thereunder will need to abstain from voting on the resolution under Item no. 3.

By Order of the Board of Directors
For **SUDITI INDUSTRIES LIMITED**
Sd/-
H.Gopalkrishnan
Company Secretary & V.P. Finance

Place: Mumbai
Dated: 25/01/2018

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



Map

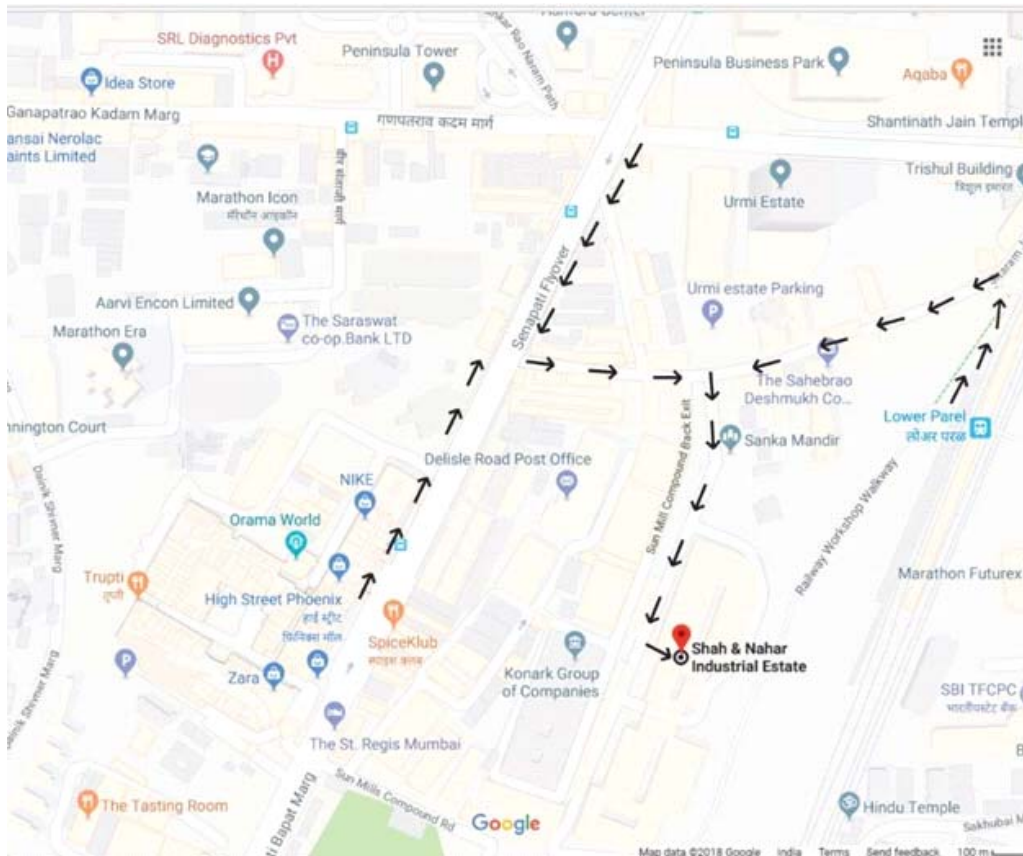
Route Map to Venue of the Extra-Ordinary General Meeting of Suditi Industries Limited

Venue : Conference hall, Society Terrace, A-2, Shah & Nahar Estate
(Registered Office Premises building), Lower Parel, Mumbai - 400 013.

Date : 6th March, 2018

Day & Time : Tuesday, 3.30 p.m.

Land Mark : Dhanraj Mill Compound, Near Sunmill Compound



NOTES

SUDITI INDUSTRIES LIMITED

CIN: L19101MH1991PLC063245

Registered Office: A-2, Shah & Nahar Indl. Estate,
Unit No.23/26, Lower Parel, Mumbai - 400 013.Factory & Admn. Office: C-253/254, MIDC,
TTC Industrial Area, Turbhe, Pawne Village,
Navi Mumbai - 400 703.

Tel: 67368600/10 Fax: 27683465

E-mail: cs@suditi.in Website: www.suditi.in

Form No.MGT-11**Proxy Form**[Pursuant to section 105(6) of the Companies Act,
2013 and Rule 19(3) of the Companies (Management
and Administration) Rules, 2014]

Name of the member(s): _____

Registered address: _____

Email ID: _____

Folio No./Client ID: _____

DP ID: _____

I/We, being the member(s) of _____ shares of the above
name company, hereby appoint:

1. Name _____ Address _____

E-mail ID _____

Signature _____ or falling him

2. Name _____ Address _____

E-mail ID _____

Signature _____ or falling him

3. Name _____ Address _____

E-mail ID _____

Signature _____ or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of
the Company, to 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 and at any adjournment thereof in
respect of such resolutions as are indicated below:

Special Business		Optional	
Nos.	RESOLUTIONS	For	Against
1.	To issue Fully Convertible Debentures to H T Media Limited (A Non Promoter Investor) on a Preferential Basis.		
2.	To amend the Articles of Association.		
3.	Approval of Related Party transactions.		

Signed this _____ day of _____ 2018

Signature of shareholder(s): _____ Signature of Proxy holder(s): _____

Please
Affix
Revenue
Stamp**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the
Company, not less than 48 hours before the commencement of the Meeting.**SUDITI INDUSTRIES LIMITED**

CIN: L19101MH1991PLC063245

Registered Office: A-2, Shah & Nahar Indl. Estate,
Unit No.23/26, Lower Parel, Mumbai - 400 013.Factory & Admn. Office: C-253/254, MIDC,
TTC Industrial Area, Turbhe, Pawne Village, Navi Mumbai - 400 703.

Tel: 67368600/10 Fax: 27683465

E-mail: cs@suditi.in Website: www.suditi.in

ATTENDANCE SLIP

Name of the Shareholder/Proxy: _____

Registered address: _____

Email ID: _____

Folio No./Client ID: DP ID: _____

I hereby record my presence at the Extra-Ordinary General Meeting held at Conference hall, Society Terrace, A-2, Shah & Nahar
Estate (Registered Office Premises building), Lower Parel, Mumbai - 400 013 on Tuesday the 6th March, 2018 at 3.30 p.m._____
Signature of the Shareholder/Proxy**Note:** Please complete this Attendance Slip and hand it over at the Entrance of the Meeting Hall. Shareholders may kindly
note that no Gift will be distributed at the EGM.



If undelivered, please return to:

SUDITI INDUSTRIES LIMITED

CIN: L19101MH1991PLC063245

Factory & Admn. Office: C-253/254, MIDC, TTC Industrial Area, Turbhe, Pawne Village, Navi Mumbai - 400 703.

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

Website: www.suditi.in