

SUDITI INDUSTRIES LTD.



Factory: C-253/254, MIDC-TTC Indl.Area, Pawne Village, Navi Mumbai -400705.

Tel: 67368600/10 Fax: 27683465 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/S/70/2018-19

Date: 28.09.2018

To,
The Manager
Dept. of Corporate Services
Bombay Stock Exchange Ltd.
Rotunda Building, 1st Floor
Dalal Street, Mumbai-400001.
Dear Sir / Madam,

Ref: Scrip Code: 521113

Sub: Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015-Disclosure of Voting Results at the 27th Annual General Meeting of the Company held on September 26, 2018.

The details of voting results of the 27th Annual General Meeting of Suditi Industries Limited held on September 26, 2018 at 3.30 p.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400 001.

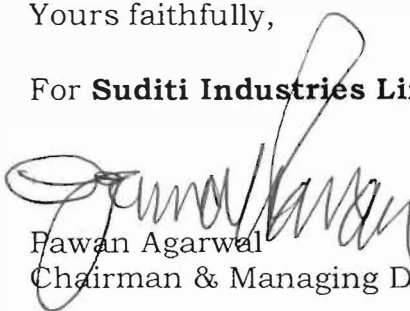
In accordance with Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements), 2015 are enclosed as Annexure 1.

The details of each agenda items, mode of voting, the report of scrutinizer form MGT-13 for poll and the combined report (for remote e-voting & Poll), are attached as annexure. **All the Resolutions as set out in the Notice of 27th Annual General Meeting were duly approved by the Shareholders with requisite majority.**

Thanking you,

Yours faithfully,

For **Suditi Industries Limited**


Pawan Agarwal
Chairman & Managing Director



SUDITI INDUSTRIES LTD.



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Annexure '1':

Suditi Industries Limited - 27th AGM voting results in format under Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements), 2015:

Sr. No	Description	Particulars
A	Date of AGM	26 th September, 2018 at 3.30 p.m.
B	Total Number of Shareholders on Record (Cut-off) Date (i.e. on 19.09.2018)	11218
C	No. of shareholders present in the meeting either in person or through proxy:	98
	Shareholders Present in Persons/Proxy	Total
	Promoter & Promoter Group	6
	Public	92
D	No. of Shareholders attended the meeting through Video Conferencing: Promoters and promoters Group: Not applicable Public: Not applicable	

For SUDITI INDUSTRIES LTD.


CHAIRMAN & MANAGING DIRECTOR



Agenda- wise disclosure

Resolution required: (Ordinary / Special)			Ordinary Resolution: Item no.1 - To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at 31st March, 2018 and the statement of Profit & Loss Account of the Company for the financial year ended 31st March, 2018 both stand alone and consolidated and the Reports of the Directors and Auditors thereon::					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	12742774	9	99.9999	0.0001



Resolution required: (Ordinary / Special)			Ordinary Resolution: Item no. 2 - Approval of dividend on the portion of the Equity Shares held by the public for the year ended 31st March, 2018:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	12742774	9	99.9999	0.0001



Resolution required: (Ordinary / Special)			Ordinary Resolution: Item no. 3 - Re-appointment of Mr. Pawan Kishorilal Agarwal (DIN No: 00808731) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment:					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	330321	0	2.8488	0.0000
	Total	11639649	11595082	99.6171	330321	0	2.8488	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	1478013	9	11.5988	0.0001



Resolution required: (Ordinary / Special)			Ordinary Resolution: Item no. 4 – To ratify the appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors and fixing their remuneration:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	12742774	9	99.9999	0.0001



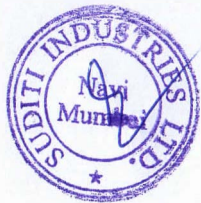
Resolution required: (Ordinary / Special)			Special Resolution: Item no. 5: Appointment of Shri. Rajagopal Raja Chinraj (DIN No: 00158832) as a Director & Whole-time Director and approval of remuneration payable to Shri. Rajagopal Raja Chinraj::					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1031766	19.3172	1031766	0	100.0000	0.0000
	Total	5341174	1043501	19.5369	1043492	9	99.9991	0.0009
Total		16982023	12638583	74.4233	12638574	9	99.9999	0.0001



Resolution required: (Ordinary / Special)			Special Resolution: Item no. 6: Appointment of Smt. Sanjula Sanghai (DIN No: 00049344) as an Independent Director:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	12742774	9	99.9999	0.0001



Resolution required: (Ordinary / Special)			Special Resolution: Item no. 7: Approval for keeping any one or more of the index of members, debenture holders and other security holders if any, the Register of members and other related transfer registers of the Company at the office of the Registrar and Share transfer Agent of the company and to allow inspection of the same as required under the Act:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	12742774	9	99.9999	0.0001



Resolution required: (Ordinary / Special)			Special Resolution: Item no. 8: Consent to the Board of Directors or Board constituted committees to amend, alter, defer, cancel, modify or terminate all the clauses of the Suditi Employees Stock Option Plan 2011 (SUDITI ESOP 2011) or in Part:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	12742774	9	99.9999	0.0001



Resolution required: (Ordinary / Special)			Special Resolution: Item no. 9: Authorization to the Board to undertake certain Related Party Transactions:					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	11639649	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1031766	19.3172	1031766	0	100.0000	0.0000
	Total	5341174	1043501	19.5369	1043492	9	99.9991	0.0009
Total		16982023	1043501	6.1447	1043492	9	99.9991	0.0009



Resolution required: (Ordinary / Special)			Special Resolution: Item no. 10: Authorization to the Board to finalize the terms and conditions in respect of the Borrowings upto limit of Rs. 210 crores:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	12742774	9	99.9999	0.0001



Resolution required: (Ordinary / Special)			Special Resolution: Item no. 11: Authorization to the Board to finalize and execute debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings upto limit of Rs. 210 crores.:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11639649	0	0.0000	0	0	0.0000	0.0000
	Poll		11595082	99.6171	11595082	0	100.0000	0.0000
	Total	11639649	11595082	99.6171	11595082	0	100.0000	0.0000
Public Institutions	E-Voting	1200	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total	1200	0	0.0000	0	0	0.0000	0.0000
Public Non - Institutions	E-Voting	5341174	11735	0.2197	11726	9	99.9233	0.0767
	Poll		1135966	21.2681	1135966	0	100.0000	0.0000
	Total	5341174	1147701	21.4878	1147692	9	99.9992	0.0008
Total		16982023	12742783	75.0369	12742774	9	99.9999	0.0001



CONSOLIDATED SCRUTINIZER'S REPORT ON E-VOTING AND POLL

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014 and Rule 20 (3) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To
The Chairman
27th Annual General Meeting of the Members of
SUDITI INDUSTRIES LIMITED
held on 26th September 2018 at 03:30 P.M. at
Babasaheb Dahanukar Sabhagriha,
Maharashtra Chamber of Commerce, Industry & Agriculture,
Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort,
Mumbai - 400001.

Dear Sir,

I, **Shiv Hari Jalan**, Company Secretary in whole- time Practice appointed as Scrutinizer by the Board of Directors of **Suditi Industries Limited**, ("the Company") for the purpose of scrutinizing the e-voting process (remote e-voting) under the provision of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, as amended and poll process under the provision of section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution(s) set out in the Notice to the 27th Annual General Meeting of the Members of Suditi Industries Limited held on 26th September, 2018 at 03.30 P.M. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400001, submit my Report as under:

1. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act, 2013 and the Rules framed thereunder relating to Remote e-voting and voting through poll for the resolutions contained in the Notice of the company. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL, authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and based on the Polling Papers received from the shareholders of the Company.
2. In accordance with the Notice of 27th Annual General Meeting sent to the Shareholders, the voting through electronic means / remote e-voting period remained open from 23rd September, 2018 (9.00 AM) to 25th September, 2018 (5.00 P.M).
3. The shareholders holding shares as on the "cut-off" date i.e. 19th September, 2018 were entitled to vote through e-voting on the proposed resolution(s) as set out in the Notice of 27th Annual General Meeting sent to the Shareholders.



Head Office: 1055, Level 10, Hubtown Solaris, N.S.Phadke Marg, Andheri (East), Mumbai - 400 069.

Branch Office: 104, Mahavir Building, 44/46, Popatwadi Lane, Kalbadevi Road, Mumbai - 400 002.

✉ shivharijalancs@gmail.com ☎ (022) 2683 6215, 2683 6216, 2683 6235, +91-98690 35834

4. After the close of period for remote e-voting and before the start of annual general meeting, the details of members, such as their names, folio Nos, Number of shares held, who has casted votes through e-voting, were accessed from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) for the purpose of ensuing that members who have casted their votes through remote e-voting do not vote again at the 27th AGM.
5. After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in presence of two witnesses who are not in the employment of the company. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The polling papers were reconciled with the records maintained by M/s Sharex Dynamic (India) Pvt. Ltd. the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The polling papers, which were incomplete and/or which were otherwise defective have been treated as invalid and kept separately.
8. The votes for remote e-voting process were unblocked on 26th September, 2018 in the presence of two witnesses who are not in the employment of the company. Thereafter, the details containing, inter alia list of equity shareholders, who voted "for" and "against" were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>).
9. The Consolidated result of Remote e-voting and the poll is as under as per annexure 1:

Place: Mumbai

Date: 27.09.2018

Witness-1:


Signature:

Name: Chirag Bhuittani

Witness -2

Signature:

Name: Swapnil Cramare


SHIV HARI JALAN
COMPANY SECRETARY
C.P.NO. : 4226
FCS : 5703



Suditi Industries Limited - 27th Annual General Meeting held on 26th September, 2018.

Combined Results (E-voting and poll)

Annexure 1

Ordinary Resolution: Item no.1 - To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at 31st March, 2018 and the statement of Profit & Loss Account of the Company for the financial year ended 31st March, 2018 both stand alone and consolidated and the Reports of the Directors and Auditors thereon:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	12731048	100.0000	0	0.0000	0	0.0000
Total	12742783	12742774	99.9999	9	0.0001	0	0.0000

Ordinary Resolution: Item no. 2 - Approval of dividend on the portion of the Equity Shares held by the public for the year ended 31st March, 2018:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	12731048	100.0000	0	0.0000	0	0.0000
Total	12742783	12742774	99.9999	9	0.0001	0	0.0000

Ordinary Resolution: Item no. 3 - Re-appointment of Mr. Pawan Kishorilal Agarwal (DIN No: 00808731) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	1466287	11.5174	0	0.0000	11264761	88.4826
Total	12742783	1478013	11.5988	9	0.0001	11264761	0.0000

Ordinary Resolution: Item no. 4 - To ratify the appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors and fixing their remuneration:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	12731048	100.0000	0	0.0000	0	0.0000
Total	12742783	12742774	99.9999	9	0.0001	0	0.0000



Special Resolution: Item no. 5: Appointment of Shri. Rajagopal Raja Chinraj (DIN No: 00158832) as a Director & Whole-time Director and approval of remuneration payable to Shri. Rajagopal Raja Chinraj:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12626848	12626848	100.0000	0	0.0000	0	0.0000
Total	12638583	12638574	99.9999	9	0.0001	0	0.0000

Special Resolution: Item no. 6: Appointment of Smt. Sanjula Sanghai (DIN No: 00049344) as an Independent Director:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	12731048	100.0000	0	0.0000	0	0.0000
Total	12742783	12742774	99.9999	9	0.0001	0	0.0000

Special Resolution: Item no. 7: Approval for keeping any one or more of the index of members, debenture holders and other security holders if any, the Register of members and other related transfer registers of the Company at the office of the Registrar and Share transfer Agent of the company and to allow inspection of the same as required under the Act.:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	12731048	100.0000	0	0.0000	0	0.0000
Total	12742783	12742774	99.9999	9	0.0001	0	0.0000

Special Resolution: Item no. 8: Consent to the Board of Directors or Board constituted committees to amend, alter, defer, cancel, modify or terminate all the clauses of the Suditi Employees Stock Option Plan 2011 (SUDITI ESOP 2011) or in Part.:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	12731048	100.0000	0	0.0000	0	0.0000
Total	12742783	12742774	99.9999	9	0.0001	0	0.0000



Special Resolution: Item no. 9: Authorization to the Board to undertake certain Related Party Transactions:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	1031766	1031766	100.0000	0	0.0000	0	0.0000
Total	1043501	1043492	99.9991	9	0.0009	0	0.0000

Special Resolution: Item no. 10: Authorization to the Board to finalize the terms and conditions in respect of the Borrowings upto limit of Rs. 210 crores:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	12731048	100.0000	0	0.0000	0	0.0000
Total	12742783	12742774	99.9999	9	0.0001	0	0.0000

Special Resolution: Item no. 11: Authorization to the Board to finalize and execute debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings upto limit of Rs. 210 crores.:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11735	11726	99.9233	9	0.0800	0	0.0000
Poll	12731048	12731048	100.0000	0	0.0000	0	0.0000
Total	12742783	12742774	99.9999	9	0.0001	0	0.0000





FORM NO.MGT-13
SCRUTINIZER'S REPORT

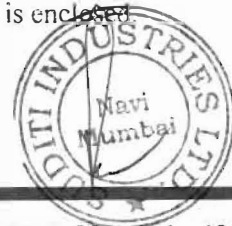
(Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
27th Annual General Meeting of the Members of
SUDITI INDUSTRIES LIMITED
held on 26th September 2018 at 03:30 P.M. at
Babasaheb Dahanukar Sabhagriha,
Maharashtra Chamber of Commerce, Industry & Agriculture,
Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort,
Mumbai - 400001.

Dear Sir,

I, Shiv Hari Jalan, Company Secretary in whole time Practice, appointed as Scrutinizer(s) by the Board of Directors of **Suditi Industries Limited** for the purpose of scrutinizing the poll process under the provision of section 109 of the Act read with Rule 21 of the companies (Management and administration) Rules, 2014, on the resolutions contained in the notice to the 27th Annual General Meeting of the Members of Suditi Industries Limited held on 26th September 2018 At 03.30 P.M. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400001, submit my report as under:

1. After the time fixed for closing of the poll by the chairman, The ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the registrar and share transfer agents of the company, M/s Sharex Dynamic (India) Pvt. Ltd., Mumbai and the authorizations/proxies lodged with the company.
3. The polling papers, which were incomplete and/or which were otherwise defective have been treated as invalid and kept separately.
4. The result of the poll is attached herewith as **Annexure "A"**.
5. A Compact disc containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



Head Office: 1055, Level 10, Hubtown Solaris, N.S.Phadke Marg, Andheri (East), Mumbai - 400 069.


Branch Office: 104, Mahavir Building, 44/46, Popatwadi Lane, Kalbadevi Road, Mumbai - 400 002.

✉ shivharijalancs@gmail.com ☎ (022) 2683 6215, 2683 6216, 2683 6235, +91-98690 35834

6. The Poll papers and all other relevant records were sealed and handed over to the company secretary for safe keeping.

Place: Mumbai

Date: 27.09.2018


SHIV HARI JALAN
COMPANY SECRETARY
C.P.NO. : 4226
FCS : 5703

Witness-1:

Signature: 

Name: Chirag Bhuttani



Witness -2

Signature: 

Name: Sneha



Suditi Industries Limited - 27th Annual General Meeting held on 26th September, 2018.

RUSULTS OF POLL

Annexure-A

Ordinary Resolution: Item no.1 - To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at 31st March, 2018 and the statement of Profit & Loss Account of the Company for the financial year ended 31st March, 2018 both stand alone and consolidated and the Reports of the Directors and Auditors thereon:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	66	12731048	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0

Ordinary Resolution: Item no. 2 - Approval of dividend on the portion of the Equity Shares held by the public for the year ended 31st March, 2018:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	66	12731048	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0



Ordinary Resolution: Item no. 3 - Re-appointment of Mr. Pawan Kishorilal Agarwal (DIN No: 00808731) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	65	1466287	11.52
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		1	11264761	88.48

Ordinary Resolution: Item no. 4 – To ratify the appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors and fixing their remuneration:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	66	12731048	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0

Special Resolution: Item no. 5: Appointment of Shri. Rajagopal Raja Chinraj (DIN No: 00158832) as a Director & Whole-time Director and approval of remuneration payable to Shri. Rajagopal Raja Chinraj:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	65	12626848	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0



Special Resolution: Item no. 6: Appointment of Smt. Sanjula Sanghai (DIN No: 00049344) as an Independent Director:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	66	12731048	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0

Special Resolution: Item no. 7: Approval for keeping any one or more of the index of members, debenture holders and other security holders if any, the Register of members and other related transfer registers of the Company at the office of the Registrar and Share transfer Agent of the company and to allow inspection of the same as required under the Act.:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	66	12731048	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0

Special Resolution: Item no. 8: Consent to the Board of Directors or Board constituted committees to amend, alter, defer, cancel, modify or terminate all the clauses of the Suditi Employees Stock Option Plan 2011 (SUDITI ESOP 2011) or in Part.:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	66	12731048	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0



Special Resolution: Item no. 9: Authorization to the Board to undertake certain Related Party Transactions:

Particulars	Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i) Voted in favour of the resolution	59	1031766	100
(ii) Voted against the resolution	0	0	0
(iii) Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
	0	0	0

Special Resolution: Item no. 10: Authorization to the Board to finalize the terms and conditions in respect of the Borrowings upto limit of Rs. 210 crores:

Particulars	Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i) Voted in favour of the resolution	66	12731048	100
(ii) Voted against the resolution	0	0	0
(iii) Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
	0	0	0

Special Resolution: Item no. 11: Authorization to the Board to finalize and execute debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and all such deeds, documents, instruments or writings upto limit of Rs. 210 crores.:

Particulars	Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i) Voted in favour of the resolution	66	12731048	100
(ii) Voted against the resolution	0	0	0
(iii) Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
	0	0	0

