



**Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]**

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

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 28.09.2022 by the Board of Directors of Suditi Industries Limited (hereinafter referred to as 'the Company'), having CIN L19101MH1991PLC063245 and having its registered office at C - 253 / 254, MIDC, T.T.C. Ind. Area, Pawne Village, Turbhe, Navi Mumbai, Maharashtra - 400705. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 31.03.2022.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented Employees Stock Option Scheme 2011 ("ESOP Scheme 2011") in accordance with the Regulations and the Special Resolution(s) passed by the members at the General Meeting (s) of the Company held on 02.09.2011 (Approval of ESOP Scheme 2011 by the Members at Annual General Meeting), 30.09.2016 (Amendment to ESOP Scheme 2011 approved by the Members at Annual General Meeting, 29.09.2017 (Amendment to ESOP Scheme 2011 approved by the Members at Annual General Meeting, 26.09.2018 (Amendment to ESOP Scheme 2011 approved by the Members at Annual General Meeting)

For the purpose of verifying the compliance of the Regulations, I have examined the following:

1. Scheme received from by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting w.r.t Approval of ESOP Scheme 2011;
5. Shareholders resolutions passed at General Meeting w.r.t Amendment to ESOP Scheme 2011
7. Minutes of the meetings of the Compensation committee;
8. Trust Deed; (Not applicable to the company during the review period)
9. Details of trades in the securities of the company executed by the trust through which the scheme is implemented; (Not applicable to the company during the review period)
10. Relevant Accounting Standards as prescribed by the Central Government;
11. Detailed terms and conditions of the scheme as approved by Compensation committee;
12. Bank Statements towards Application money received under the scheme(s); (Not applicable to the company during the review period)
13. Valuation Report; (Not applicable to the company during the review period)
14. Exercise Price



15. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations; (Not applicable to the company during the review period)
16. Disclosure by the Board of Directors;
17. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
18. Other relevant document/ filing/ records/ information: (Not applicable to the company during the review period)

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the ESOP Scheme 2011 in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give certificate based upon my examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

Place: Mumbai

Date: 10.08.2022

UDIN: F005703D000775989

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



(Shiv Hari Jalan)

Proprietor

FCS No: 5703

C.P.NO: 4226

PR No. 1576/2021

