

SUDITI INDUSTRIES LTD.



C-253/254, MIDC, TTC INDL.AREA, PAWNE VILLAGE, TURBHE, NAVI MUMBAI – 400 705

Tel. No: 67368600/10: E-mail: cs@suditi.in CIN No.L19101MH1991PLC063245.

Regd.Office: A-2, Shah & Nahar Indl.Estate, Unit No.23/26, Lower Parel, Mumbai-400013.

Ref.No. SIL/S/41/2019-20

Date: 31.08.2019

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

Company Script Code No. 521113

Sub: Notice calling 28th. Annual General Meeting.

Dear Sir,


Please find enclosed herewith the Notice for calling the 28th Annual General Meeting scheduled to be held on 30th.September, 2019 at 3.30 P.M. at the venue Walchand Hirachand Hall, 4th Floor, Lalji Naranji Memorial Indian Merchants' Chamber Building Trust (IMC Bldg.), Churchgate, Mumbai - 400 020.

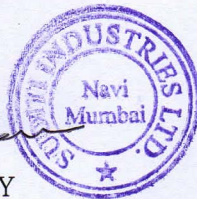
Hope the same is in order.

Thanking you,

Yours faithfully,

For SUDITI INDUSTRIES LTD.,


H. GOPALKRISHNAN
COMPANY SECRETARY



Encl: As above



MEETING:

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Company will be held on Monday the 30th September 2019, at 3.30 P.M at Walchand Hirachand Hall, 4th Floor, Lalji Naranji Memorial Indian Merchants' Chamber Building Trust (IMC Bldg.), Churchgate, Mumbai - 400 020 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at 31st March, 2019 and the statement of Profit & Loss Account of the Company for the financial year ended 31st March, 2019 both stand alone and consolidated and the Reports of the Directors and Auditors thereon.
- To declare a dividend (of Rs. 0.20 per Equity Share of Rs. 10/- each) exclusively on the portion of the Equity Shares held by the public as on the record date for the financial year ended 31st March, 2019.
- To appoint a director in place of Shri Pawan Agarwal (DIN No: 00808731), who retires by rotation and, being eligible, offers himself for re-appointment.
- Re-Appointment of Statutory Auditors:

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

"RESOLVED THAT, pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Audit & Auditors) Rules, 2014 framed there under, (including any statutory modification(s) or reenactment(s) thereof for the time being in force), pursuant to the recommendations of the audit committee of the board of directors and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on 29th September 2017, the appointment of M/s. Chaturvedi & Partners., Chartered Accountants (ICAI Firm Registration No.307068E) Chartered Accountants as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2022 be and is hereby ratified and that the board of directors be and is hereby authorised to fix the remuneration plus GST, out-of pocket travelling and living expenses, etc., payable to them for the financial year ending March 31, 2020 as may be determined by the audit committee in consultation with the auditors and such remuneration as may be agreed between the auditors and Board of Directors."

SPECIAL BUSINESS:

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

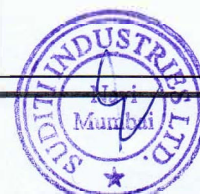
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Vivek Gangwal (DIN No: 01079807), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible, and in respect of whom the Company has received Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from April 01, 2019 to March 31, 2024 on the Board of the Company"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

- 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 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.)
Chendur Dress Manufacturers Pvt. Ltd.	Company in which a Director is Interested	Sale of products & services. Purchase of fabrics grey & services.	2019-20 to 2023-24	6 crores
Chendur Enterprises	Entity in which a Director is Interested	Sale/purchase of Fabrics & Finished Garments including related & other services	2019-20 to 2023-24	30 Lakhs
Chendur Inc.	Entity in which a Director is Interested	Sale/purchase of Fabrics & Finished Garments including related & other services	2019-20 to 2023-24	30 Lakhs
Velaxmi Exim LLP	Limited Liability Firm in which a Director is Interested	Sale/purchase of Fabrics & Finished Garments including related & other services	2019-20 to 2023-24	50 lakhs



Twenty-Eighth Annual Report 2018 - 2019

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 transactions with all the related parties including those already approved by the shareholders in the earlier general meetings shall include sale or purchase of all types goods and materials as well as services whether directly related with the products sold or purchased by the company or not and the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalize 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**

H. Gopalkrishnan
Company Secretary

Place: Mumbai
Dated: 08/08/2019

NOTES:

1. Since the promoters and promoter group/PAC have expressed their desire in writing to waive their entitlement on the profit distribution in the form of dividend if any declared by the company for the year 2018-19, the Board has recommended a dividend, exclusively on the portion of the equity capital held by the public as on the record date at the rate of Rs.0.20 per Equity Share of the company.
2. 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.
3. The relevant details in respect of Item No.3 & 5 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are annexed hereto.
4. The Register of members and the Share Transfer Books of the Company will remain closed from Tuesday the 24th September, 2019 to Monday the 30th September, 2019 (both days inclusive) for the purpose of payment of dividend.

5. Members are also requested to notify immediately of any change in their address to the Company/Share Transfer Agents.
6. To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company/Registrar and Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. under the signature of the sole/first joint holder, the following information, so that the Bank Account No., Name and Address of the Bank can be printed on the dividend warrants:
 - 1) Name of Sole / First Joint holder and Folio No.
 - 2) Particulars of Bank Account, viz.
 - i) Name of Bank
 - ii) Name of Branch
 - iii) Complete address of Bank with Pin Code
 - iv) Account type, whether Saving Account (SB) or Current Account (CA)
 - v) Account No. allotted by the Bank.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
8. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
9. 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 Annual General Meeting.

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Secretarial Standards) is given below:

Name of Director	Shri. Vivek Gangwal
DIN	01079807
Date of Birth	17.12.1970
Age	About 49 years
Date of Appointment	16.03.2003
Expertise in specific Functional areas	Shri Vivek Gangwal has vast experience and knowledge in the various aspects of primary and secondary market operations, port folio management, and equity research. His experience span over a period of more than 25 years and also traveled for enhancing and sharing his wide business experience.
Qualifications	Qualified Chartered Accountant
Directorships held in other companies (Excluding Foreign Companies)	Soba Infosec Pvt. Ltd. Shree Swami Leela Developers Pvt. Ltd.
Committee position held in other companies	NIL
No. of Shares held in the company	NIL
Relationship between director inter-se	Shri Vivek Gangwal is not related to any director of the company.
Other Details	Details of number of meetings attended, remuneration drawn, etc, committees represented in the Company are given separately in Corporate Governance Report.





Name of Director	Shri. Pawan Agarwal
DIN	00808731
Date of Birth	19.02.1965
Age	About 54 years
Date of Appointment	12.09.1991
Expertise in specific Functional areas	Shri Pawan Agarwal has more than three decades of experience in the finance, marketing & other related matters particularly with reference to manufacture and export of garments.
Qualifications	A graduate in Commerce
Directorships held in other companies (Excluding Foreign Companies)	R. Piyarellal Pvt. Ltd. Lehar Investrade Pvt. Ltd. Intime Knits Pvt. Ltd. Black Gold Leasing Pvt. Ltd. Suditi Sports Apparel Limited Suditi Design Studio Limited SAA & Suditi Retail Pvt. Ltd.
No. of Shares held in the company	11279991
Relationship between director inter-se	Shri Pawan Agarwal is not related to any director of the company.
Other Details	Shri Pawan Agarwal has widely travelled and attended various forums, exhibitions etc. in respect of promotion of export of garments from his group companies.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), and also the revised Listing regulations sets out all material facts relating to the business mentioned at Item Nos.4 to 6 of the accompanying Notice dated August 8, 2019:

Item No. 4:

The Auditors were appointed for a term of 5 years beginning from the financial year 2017-18 to hold office up to thirty first AGM to be held in the year 2022. The Auditors firm is a reputed professional organization with experienced partners having wide special areas of work like Assurance & Audit services, Taxation, Due diligence, Valuation, Corporate Advisory services including amalgamations & mergers, restructuring of businesses. The Firm is incorporated in 1977, and having an experience of more than 10 years with branches located at important cities like Delhi, Chennai, and Mumbai etc. with Head Office located at Kolkata. The Firm is empanelled with RBI, SEBI, IRDAI and NHB. The board found their credentials appropriate for the company considering the requirement, size and structure of the company. The Audit committee after review had recommended which was accepted by the board duly approved by the shareholders in their meeting held in the year 2017.

The remuneration of the Auditors was already approved by the Board for the year 2019-20 which consists of the following:-

Audit Fees	: 4.00 Lakhs
Tax Audit and tax related matters	: 1.25 Lakhs
Certification and quarterly reviews	: 2.00 Lakhs

(The above remuneration/fees do not include GST and other applicable Taxes).

Since the company's volume of the work is increasing and it is possible to estimate the same only by the year end the board needs some additional authority to revise the fees payable to the Auditors as per the requirement of the volume and nature of services that will be rendered from time to time. Hence as per the revised listing regulations, the details of the remuneration are stated with specific authority to revise the same at the appropriate time as per the recommendation of the Audit Committee.

The Auditors and his relatives as well as his group partners and his associate entities are interested in the said resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, in the resolution set out at Item No.4 of the Notice.

The Board recommends the resolution as ordinary resolution as set out at Item No.4 of the Notice for approval by the shareholders.

The members may please note that as per the listing regulations, the Auditors and his relatives as well as his group partners and his associate entities holds any equity shares in the company as defined there under will need to abstain from voting on the resolution under Item No.4.

Item No.5:

Shri Vivek Gangwal (DIN 01079807) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as Independent Directors of the Company up to March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Further, the Secretarial Standards-2 on General Meetings also prescribes that in case of re-appointment of Independent Director, a performance evaluation report or a summary thereof shall be included in the Explanatory Statement.

Pursuant to the provisions of the Board Evaluation Policy, a structured performance evaluation exercise was carried out for the Independent Directors including Shri Vivek Gangwal. The said evaluation was based on various parameters such as such as level of engagement and contribution, independence of judgment safeguarding the interest of the Company and its minority shareholders etc. Post evaluation of performance of Shri Vivek Gangwal by every other Director, numeric value ("score") assigned to each objective answer on the scale of 1 to 5, for all the statements in the respective questionnaire were summed and averaged respectively, wherein scale/average of '1' indicates 'Critical'; '2' - 'Weak'; '3' - 'Fair'; '4' - 'Satisfactory' and '5' - 'Strong'. The said average score of Shri Vivek Gangwal for all the parameters was remarkable '4.50' and above. The Board appreciated his valuable contribution to the Company during his first term as an Independent Director of the Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Shri Vivek Gangwal as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company subject to approval of shareholder by passing Special Resolution at the ensuing AGM.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, proposed to re-appoint Shri Vivek Gangwal as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from April 01, 2019 upto March 31, 2024 on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

The Company has received declarations from Shri Vivek Gangwal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Shri Vivek Gangwal is not disqualified from being appointed as



Twenty-Eighth Annual Report 2018 - 2019

Directors in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notices in writing from member under Section 160 of the Act proposing re-appointment of Shri Vivek Gangwal as an Independent Directors of the Company.

Copy of draft letter for appointment of Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 5:00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

Details of Director whose re-appointment as Independent Director is proposed at Item No. 5 is provided in the "notes" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Vivek Gangwal is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to his re-appointment.

The relatives of Shri Vivek Gangwal may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No.6.

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. In view of appointment of Shri. Rajagopal Raja Chinraj as an Executive (Wholetime) Director of the company, the company which is now undertaking Purchase/supply of Grey/fabrics and finished garments and related services at market rates or on "Arms Length" basis to the these companies needs to be approved as a matter of abundant precaution. 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 which includes sale or purchase of goods and all types of materials including the services whether the same is directly related to the products purchased or sold by the company or not and beyond the threshold limit of 10% including those undertaken by the company so far. Further the resolution also empowers the company to undertake the transactions as specified above in respect of those related parties for which the approval of Audit Committee and the board are already obtained in the respective Meetings. 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.

Sr. No	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of transaction executed from 01/06/2018 to 31/03/2019	Applicability Period sought in the Resolution
1)	Chendur Dress Manufacturers Pvt. Ltd.	Company in which a Director is Interested	Sale of products & services. Purchase of fabrics grey & services.	Sale of Goods = Rs.49.79 Lakhs Purchase of Goods = Rs.11.61 Lakhs Payment for Services Received = Rs.37.96 Lakhs	2019-20 to 2023-24
2)	Chendur Enterprises	Entity in which a Director is Interested	Sale/ purchase of Fabrics & Finished Garments including related & other services	Payment for Services Received = Rs.5.53 Lakhs	2019-20 to 2023-24
3)	Chendur Inc.	Entity in which a Director is Interested	Sale/ purchase of Fabrics & Finished Garments including related & other services	Payment for Services Received = Rs.5.47 Lakhs	2019-20 to 2023-24
4)	Velaxmi Exim LLP	Limited Liability Firm in which a Director is Interested	Sale/ purchase of Fabrics & Finished Garments including related & other services	Payment for Services Received = Rs.7.13 Lakhs	2019-20 to 2023-24

Shri. Rajagopal Raja Chinraj and his relatives as well as his group of entities are interested in the said resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Shri. Rajagopal Raja Chinraj and his group of entities, is in any way, concerned or interested, in the resolution set out at Item No.6 of the Notice.

The Board recommends the resolution as special resolution as set out at Item No.6 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. 6.

By Order of the Board of Directors
For SUDITI INDUSTRIES LIMITED

Place: Mumbai
Dated: 08/08/2019

H.Gopalkrishnan
Company Secretary

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





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 the Twenty Eighth Annual General Meeting to be held on Monday, the 30th September, 2019 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 23rd September, 2019.

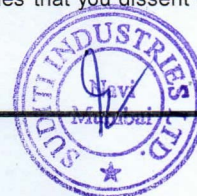
The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, the 27th September, 2019 (9.00 a.m. Indian Standard Time) and ends on Sunday, the 29th September, 2019 (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 23rd September, 2019 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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.



Twenty-Eighth Annual Report 2018 - 2019

- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demataccount holder has forgotten the login 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, Apple and Windows phone. 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 linked in the login 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 23rd September, 2019.
- (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 annual 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.

