



SUDITI INDUSTRIES LTD.



31ST

ANNUAL REPORT 2021 - 2022

**OFFICIAL
APPAREL
LICENSEE**



BOARD OF DIRECTORS

Mr. Pawan Agarwal
Chairman

Mr. Vivek Gangwal

Mrs. Sanjula Sanghai

Mr. Rajagopal Raja Chinraj
Executive (Wholetime) Director & CEO

Mr. H. Gopalkrishnan
Company Secretary

Registered Office
C-253/254, MIDC, T.T.C. Industrial Area,
Pawane Village, Navi Mumbai - 400 705

Factory & Admn. Office
C-3/B, MIDC, T.T.C. Industrial Area,
Navi Mumbai - 400 705

Tel. No.: 67368600/10
Email: cs@suditi.in | Website: www.suditi.in

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WORKS

Unit No. 1
C-253/254, MIDC, T.T.C. Industrial Area,
Pawane Village, Navi Mumbai - 400 705

Unit No. 2
C-3/B, MIDC, T.T.C. Industrial Area,
Navi Mumbai - 400 705

Unit No. 3
Plot No. 25, Block No. 5091,
(Old No. 846/25), Vapi, District - Valsad
Gujrat - 396191

Auditors
Chaturvedi & Partners
404, Apollo Complex, R.K. Singh Marg
Off. Parsi Panchayat Road, Andheri (E)
Mumbai - 400 069

Legal Advisor
Pabari Legal Associates
Building No. 47, Room No. 921,
Gulmohar Co. Op. Housing Society,
Samta Nagar, Near Samta Nagar Post Office,
Kandivali (East), Mumbai - 400 101

Bankers
Axis Bank Ltd.
South Indian Bank Ltd.
Indian Overseas Bank

Internal Auditor
Shambhu Gupta & Company
512/513, Manish Chambers, Sonawala Lane,
Goregaon (East), Mumbai - 400 063

Registrar & Share Transfer Agents
Link Intime India Pvt. Ltd.
Registered Office:
C 101, 247 Park, LBS Marg, Vikhroli (West)
Mumbai - 400 083
Tel.: 022-49186270
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.com

THIRTY FIRST ANNUAL GENERAL MEETING

Thursday, 29th September, 2022 at
3:30 pm through Video Conferencing (VC) or
Other Audio Visual Means(OAVM)



NOTICE OF ANNUAL GENERAL MEETING:

Notice is hereby given that the Thirty First Annual General Meeting of the Company will be held on Thursday, 29th September, 2022, at 3.30 P.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at 31st March, 2022 and the statement of Profit & Loss Account of the Company along with the Cash Flow Statements for the financial year ended 31st March, 2022 both standalone and consolidated and the Reports of the Directors and Auditors thereon.
- 2 To appoint a director in place of Shri Rajagopal Raja Chinraj (DIN No: 00158832), who retires by rotation and, being eligible, offers himself for re-appointment.
- 3 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 the provisions of Sections 139 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), and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, and pursuant to the recommendations of the Audit Committee and the board of Directors of the company, the Chartered accountants M/s. Chaturvedi & Partners., (ICAI Firm Registration No.307068E) be and is hereby appointed as the Statutory Auditors of the Company for term of 5 years from the conclusion of this Annual General Meeting (AGM) till the conclusion of Thirty Sixth AGM of the Company to be held in the year 2027, at such remuneration of Rs. 8.50 Lakh plus applicable tax, out-of pocket, travelling and living expenses, etc., for the Financial Year 2022-2023 and the same may be continued or revised by the Board for the subsequent years as may be decided by the board from time to time on a mutually agreed terms between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4 Sale/Disposal of property at Navi Mumbai:

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 180(1) (a) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, consent be and is hereby accorded to dispose of the whole, or substantially the whole of the assets of the Company particularly restricted to land and building and other

allied structures like compound wall fences etc. attached to the building, and exclusive of all machineries and other equipment's, electrical and other fittings, Furniture and fixtures etc., situated at C-253/254, TTC Industrial Area, Pawne Village, MIDC, Turbhe, Navi Mumbai-400705 for such consideration and on such terms and conditions as per the prevailing market rates as the Board of Directors of the Company consider beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution."

5 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 supersession of the earlier resolutions passed by the members in this regard pertaining to only those companies stated in this resolution 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.)
Black Gold Leasing Pvt. Ltd.	Company in which Directors are Interested	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services.	2022-23 to 2023-24	18 crores
Suditi Sports Apparel Ltd.	Subsidiary Company	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	18 crores
R. Piyarellal Pvt. Ltd.	Company in which Directors are Interested	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	2 Crore
BLR Knits Pvt. Ltd.	Company in which Directors are Interested	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	1 Crore

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Name of the Related Party	Nature of Relationship	Particulars of Contract	Period	Likely Amount of transaction per annum (in Rs.)
Suditi Design Studio Ltd.	Subsidiary Company	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	12Crores
SAA & Suditi Retail Pvt.Ltd	Joint Venture Company	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	12Crores
Intime Knits Pvt Ltd	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	10 Crores
Chendur Dress Manufacturers Pvt Ltd	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	50lakhs
Chendur Enterprises	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	50lakhs
Chendur Inc	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	50lakhs
Velaxmi Exim LLP	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	2022-23 to 2023-24	50lakhs

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

- 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.
- 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.
- All factors relevant to the contract have been considered as mentioned above.
- The advance payments made or received in respect of above transactions are in order and reasonable.
- The likely amount of transaction per annum is only an indication and subject to variance

"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 authorized 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**

Place: Navi Mumbai
Dated: 10/08/2022

H.Gopalkrishnan
Company Secretary

NOTES:

- The Ministry of Corporate Affairs ("MCA") allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and dispensed physical presence of the Members at a common venue. Accordingly, MCA issued Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 05th May, 2022* (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter collectively referred to as SEBI Circulars) prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said Circulars, the 31st AGM of the Members will be held through VC/OAVM mode. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is given herein below. The deemed venue for the AGM shall be the Registered Office of the Company.
- The Company has appointed Central Depository Services (India) Limited ("CDSL"), to provide VC/OAVM facility for the Annual General Meeting (AGM) and the attendant enablers for conducting of the AGM.
- As this AGM is being held through VC / OAVM pursuant to the applicable MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Further, since the AGM is being held through VC/ OAVM, the route map of the venue of the Meeting is also not annexed to this Notice.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Member as part of their KYC. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company's Registrar and Share Transfer Agent.
- Institutional / Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to shivharialancs@gmail.com with a copy marked to helpdesk.evoting@cdsindia.com.
- Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Link Intime India Pvt Ltd the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes for easy dematerialization.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.



8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio Management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Link Intime India Pvt Ltd for assistance in this regard.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form "and" with M/s. Link Intime India Pvt Ltd in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in electronic form and to the Company at cs@suditi.in or the Company's Registrar and Transfer Agent at mt.helpdesk@linkintime.co.in in case the shares are held by them in physical form.

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, M/s. Link Intime India Pvt Ltd at mt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Address Proof (self-attested scanned copy of Address proof, preferably Aadhaar card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions, d) 9-digit MICR Code Number, e) 11-digit IFSC Code, and A scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Shareholders holding shares in Demat mode are requested to reach out to their Depository Participant (DP) for updation/registration of the aforementioned details.

11. As per SEBI Directive, in case of failure to register the PAN and bank account details as aforesaid, any transaction in the securities of the Company shall be subject to enhanced due diligence by the Company/ RTA, as may be prescribed.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services Limited (CDSL), on all resolutions set forth in this Notice. The facility of electronic voting system shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through electronic voting system. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on

22nd September, 2022 are entitled for remote e-voting on the Resolutions set forth in this Notice. Any person who is not a Member as on the cutoff date should treat this Notice for information purposes only.

13. The process and manner for e-voting and other details are also sent with Annual Report and forms part of the Notice.
14. All documents referred to in the Notice will be available for inspection in electronic mode from the date of circulation of this Notice up to the date of AGM, i.e. 29th September, 2022. Members seeking to inspect such documents can send an email to cs@suditi.in.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act") and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 22nd September, 2022 through email on cs@suditi.in. The same will be replied by the Company suitably.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.suditi.in, and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com.
18. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
19. Members are requested to:
 - a. Intimate to the Company's Registrar and Share Transfer Agent/Depository Participant, changes, if any, in their respective addresses along with Pin Code number at an early date.
 - b. Quote folio numbers/DP ID – Client ID in all their correspondence.
 - c. Consolidate holdings into one folio in case of multiplicity of folios with names in identical order.
 - d. Update Bank details with the Registrar and Share Transfer Agent / Depository Participant to avail receipt of dividend if any by ECS/ NECS facility.
20. Non-Resident Shareholders are requested to inform the Company immediately about:
 - a. The change in the Residential Status on return to India for permanent settlement;
 - b. The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
21. M/s. Shivhari Jalan & Associates, Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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

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Requirements) Regulations, 2015 and the applicable Secretarial Standards) is given below:

Name of Director	Shri. Rajagopal Raja Chinraj
DIN	00158832
Date of Birth	25/03/1950
Age	About 72 years
Date of Appointment	30.05.2018 (effective from 1st June 2018)
Expertise in specific Functional areas	Shri. Rajagopal Raja Chinraj has wide experience in the textile industry spanning over a period of approx 46 years. He has started his carrier as a Senior Scientist in SAMIRA. He has worked in various capacity like Quality and research officer, processing Manager, Deputy General Manager, Project Manager, Production Manager before joining the company as Works manger in 1993 and later became president of the Company. During the span of the professional carrier, he has worked in various organisations including three years period in King carpets, Lagos, Nigeria and also has work exposure in Barnsley, Yorkshire (UK).
Qualifications	B.Tech (Textiles) and Post Graduate Diploma in Wet Processing From Mumbai.
Directorships held in other companies (Excluding Foreign Companies)	Chendur Dress Manufacturers P.Ltd. VeLaxmi Exim LLP (Designated Partner)
No. of Shares held in the company	131700 (includes the 45000 shares held by spouse).
Relationship between director inter-se	Shri Raja Gopal Chinraj is not related to any director of the company.
Other Details	Published Few Research Papers and Articles In Textile Magazines, Represented Texcom Team For Textile Ministry for 4 Years, ISI Standards Committee Member for 6 Years, Lectures given In IIT-Delhi for Improvement of Textile Education Thru Icrut-Ministry of Textiles, Visiting Lecturer In DKTI Institute, Ichalkaranji for 3 Years, Presently NIFT Mumbai visiting Lecturer, Involved In Textile Research and Development Centre, Kharach of Grasim Industries for New Innovations.

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.3 to 5 in the accompanying Notice dated 10th August, 2022.

Item No.3:

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. Since the term of the auditor expires after the conclusion of this Annual General Meeting, the company needs to appoint an auditor in their place. The Auditors Firm M/s. Chaturvedi & Partners 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 30 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 present credentials are appropriate for the company considering their continuation for the second term in the company. The Audit committee after review had also

recommended their continuation for another term of 5 years beginning from the conclusion of this Annual General Meeting till the conclusion of the 36th. Annual General Meeting to be held in the year 2027.

The remuneration of the Auditors was already approved by the Board for the year 2021-22 which consists of the following: -

Audit Fees	: 4.25 Lakhs
Tax Audit/tax related matters	: 1.25 Lakhs
Certification and quarterly reviews	: 3.00 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.3 of the Notice.

The Board recommends the resolution as ordinary 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 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.3.

Item No.4:

The Company presently engaged in the business of manufacture of processing of knitted hosiery fabrics and garments.

The Board in its meeting held on 10.08.2022 had carried out a comprehensive review of the ongoing manufacturing operations of the process house of the Company in the present locations at Navi Mumbai particularly the constraints in operating the process house due to various increasing restrictions imposed on the company by the pollution and environment control departments of the state governments, local bodies and the challenges faced by the company in complying with those conditions on day to day operations. Further the board also reviewed the financial crisis and challenges facing the management in running the business and the operations of the Company particularly due to the impact of Covid 19 pandemic in the backdrop of the above stated issues. Considering all these factors the Board is of the opinion that the Company would be better placed if timely relocation is made and at the same time to raise additional funds to reduce its debt burden which is increasing day by day.

The Company had earlier intimated about the need to relocate the process house due to various pollution control and other environmental regulatory restrictions at the Navi Mumbai area, where the process house is located. The company is now seeking approval of shareholders of the Company by special resolution to sell the assets of the Company particularly land and building but excluding the plant & machinery, Equipment's and furniture and fixtures of the Company situated at C-253/254, TTC Industrial Area, Pawne Village, MIDC, Turbhe, Navi Mumbai-400705 by any mode.

The Business is operating under challenging environment due to various factors such as high cost of operations at the present location, limited space for easy maneuvering of men and materials, high Interest Cost and above all the severe crisis occurred on the performance of the company during the last three years due to the impact of Covid 19 pandemic which is still continuing its disruptions on the workings of the company which has resulted in the banks action to reduce the working capital limits are the factors that have led to the recent negative performance of the Company. The Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval sale of



assets of the particularly land and building but excluding the plant & machinery, Equipment's and furniture and fixtures of the Company situated at C-253/254, TTC Industrial Area, Pawne Village, MIDC, Turbhe, Navi Mumbai-400705 This will enable the Company to start the process of relocation as well as come out of the severe financial crisis facing the Company.

Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a Company shall not except with the consent of the Members by way of a special resolution, sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

The resolution in the accompanying notice is proposed to seek Members' approval through special resolution. 4

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors / Key Managerial Personnel/Managers of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding / directorship, if any.

Item No.5:

The company has undertaken transaction with related parties as stated in the details provided below on "Arm's 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 Extra Ordinary General Meeting held on 06/03/2018 and in the General Meeting held on 30.09.2019 and amendment in the subsequent General meeting by the shareholders. However, since the resolution passed in the year 2018 was up to the period of 2022-23 the same needs to be renewed for the Financial Year beginning from the year 2023-24. Apart from this the special resolution passed in the year 2019 is also require modification in order to facilitate the increasing volume of transactions expected from the Financial Year 2023-24. Accordingly, the existing threshold limits with related parties needs a further revision as the company would be undertaking supply of fabrics and finished garments or such other Job work services and vice versa at market rates or on "Arm's Length" basis with these companies. Further in view of recent amendments in the Related Party transactions rules and regulations the company also required to seek ratification of the special resolution passed earlier from the shareholders enabling the company to undertake Related Party Transactions for the financial year 2022-23 onwards. 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 till date and the terms are at "Arm's 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 in the year 2022-23. 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.

Sl. No	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of transaction executed from April 2021 to March 2022	Applicability Period sought in the Resolution
3	R. Piyaellal Pvt. Ltd.	Company in which Directors are Interested	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Payment for Services received Rs.1.86 lacs	2022-23 to 2023-24
4	BLR Knits Pvt. Ltd.	Company in which Directors are Interested	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Payment for Services received Rs.0.87 lacs	2022-23 to 2023-24
5	Suditi Design Studio Ltd.	Subsidiary Company	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Purchase is NIL Sale is NIL	2022-23 to 2023-24
6	SAA & Suditi Retail Pvt. Ltd.	Joint Venture Company	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Sale of Goods Rs.2.54 lacs	2022-23 to 2023-24
7	Intime Knits Pvt Ltd	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Sale of Goods Rs.699.71 lacs Purchase of Goods Rs.1.30 lacs	2022-23 to 2023-24
8	Chendur Dress Manufacturers Pvt Ltd	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Sale of Goods Rs.48.27 lacs Purchase of Goods Rs.1.49 lacs Payment for Services received Rs. 31.98 lacs	2022-23 to 2023-24
9	Chendur Enterprises	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Payment for Services received Rs. 6.52lacs	2022-23 to 2023-24
10	Chendur Inc	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Payment for Services received Rs. 5.95lacs	2022-23 to 2023-24
11	Velaxmi Exim LLP	Entities in which a director or his/her relative is a member or director	Sale/ Purchase of Fabrics & Finished Garments including related & other job work services.	Payment for Services received Rs. 7.77lacs	2022-23 to 2023-24

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

Further, Shri Rajagopal Raja Chinraj Executive Director of Company and his relatives and groups are also interested in the said resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Shri. Pawan Agarwal and Shri Rajagopal Raja Chinraj and their relative's and their group of shareholders, is in any way, concerned or interested, in the resolution set out at Item No.5 of the Notice.

The Board recommends the resolution as special resolution as set out at Item No. 5 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. 5.

By Order of the Board of Directors
For SUDITI INDUSTRIES LIMITED

Place: Navi Mumbai
Dated: 10/08/2022

H.Gopalkrishnan
Company Secretary

Registered Office:

C-253/254, TTC Ind. Area,
Pawne Village, MIDC, Turbhe,
Navi Mumbai - 400 705.

Sl. No	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of transaction executed from April 2021 to March 2022	Applicability Period sought in the Resolution
1	Black Gold Leasing Pvt. Ltd.	Company in which Directors are Interested	Sale/ Purchase of Fabrics & Finished Garments including avail/ render related services as well as office & estate management services.	Sales is nil Purchase of Goods Rs. 7.50 lacs	2022-23 to 2023-24
2	Suditi Sports Apparel Ltd.	Subsidiary Company	Sale/ Purchase of Fabrics & Finished Garments including related & other services.	Sale of Goods Rs.297.85 lacs Purchase of Goods Rs.10.81 lacs	2022-23 to 2023-24

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (hereinafter collectively referred to as "MCA Circulars") has permitted the holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM). The AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.suditi.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to

be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021. Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (hereinafter collectively referred to as "MCA Circulars") has permitted the holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM). The AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Start at 9.00am on 25th September, 2022 end on 28th September, 2022 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will

	<p>have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.