



SUDITI INDUSTRIES LTD.

CIN: L19101MH1991PLC063245

ANNUAL REPORT

2022-23

BOARD OF DIRECTORS & KEY MANAGERIAL PERSON:

Mr. Pawan Agarwal (Chairman)

Mr. Rajagopal Raja Chinaraj (Whole Time Director & CEO)

Mr. Vivek Gangwai

Ms. Krina Gala

Ms. Shweta Gupta, Company Secretary

Registered Office:

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

Factory Address:

c-3/B, MIDC, T.T.C. Industrial Area,
Navi Mumbai 400 705

Tel No. 67368600/10

Email: cs@suditi.in

Website: <https://suditi.in>

Statutory Auditors:

Chaturvedi & Partners

404, Apollo Complex, R. K. Singh Marg,
Off. Parsi Panchat Road, Andheri (E),
Mumbai 400 069

Registrar & Transfer Agent

Link Intime India Pvt. Ltd

Regd. Off: C 101, 247 Park, LBS Marg,
Vikhroli (East), Mumbai 400 803

Tel: 022-49186270

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.com

THIRTY SECOND ANNUAL GENERAL MEETING

Friday, September 29, 2023 at 3.00 P.M.

Through Video Conferencing (VC) or Other
Audio Visual Means (OAVM)

NOTICE OF THE 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting ('AGM / the meeting') of the Members of Suditi Industries Limited ('the Company') is scheduled to be held on **Friday, September 29, 2023 at 03:00 P.M.** through Video conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with Reports of the Board of Directors and Auditor thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with Reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of **Mr. Pawan Agarwal (DIN: 00808731)**, Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To regularize the appointment of **Ms. Krina Gaurav Gala, (DIN 07040989)** from Additional Director to a Director of the Company

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, **Ms. Krina Gaurav Gala (DIN 07040989)**, who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. November 1, 2022 in accordance the provisions of Section 161 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act proposing her candidature for the office of Director of the Company, and who has submitted the declaration that she meets the criteria for independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period of 5 (Five) years with effect from November 1, 2022 till October 30, 2027.

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution."

4. To approve the 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 in supersession to the earlier resolution(s) passed and pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any amendment, modification, variation or re-enactment to any of the foregoing) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the members of the Company hereby accord their approval to all the contracts/agreements/arrangements, whether existing or to be entered in the future, during the financial year and onwards in the ordinary course of business and on arm's length basis with the following related parties and for the details mentioned herein below

Name of the related party	Nature of relationship	Particulars of contract	Amount of transaction
Intime Knits Pvt. Ltd.	Company in which Director is Interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 30 Cr
Black Gold Leasing Pvt. Ltd.	Promoter Group Entity	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 60 Cr
R.Piyarellal Pvt. Ltd.	Promoter Group Entity	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr
B.L.R. Knits Pvt. Ltd.	Promoter Group Entity	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 15 Cr
Suditi Design Studio Limited	Subsidiary	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 50 Cr
Suditi Sports Apparel Limited	Subsidiary	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 75 Cr
SAA & Suditi Retail Pvt. Ltd.	Joint Venture	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 50 Cr
Chendur Dress Manufacturers Pvt. Ltd.	Company in which Director is Interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr
Chendur Enterprises	Entity in which a Director is interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr

Chendur Inc.	Entity in which a Director is interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr
Velaxmi Exim LLP	Entity in which a Director is interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Director be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations as it may deem fit within the aforesaid limits and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

5. To authorize board of directors under Section 180(1)(c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 50 crores:

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)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 50 Crores (Rupees Fifty Crores Only);

RESOLVED FURTHER THAT any of the director be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, to execute such documents and to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

6. To authorize the board of directors under Section 180(1)(a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 50 crores:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) 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(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 50 Crores (Rupees Fifty Crores Only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

By Order of the Board of Directors of
Suditi Industries Limited

Sd/-

Date: August 14, 2023
Place: Navi Mumbai

Mr. Rajagopal Raja Chinraj
Whole time Director & CEO
DIN: 00158832

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA'), Government of India has permitted to conduct Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed physical presence of the members at the meeting vide its Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 2/2022 dated 5th May, 2022, and Circular No. 10/2022 dated 28th December, 2022 prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA and SEBI circulars, the 32nd AGM of the members will be held through video conferencing (VC) or other audio-visual means (OAVM). 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 annexed herewith and the same will also be available at the website of the Company at <https://suditi.in>
3. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
4. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. Link Intime India Private Limited (Unit: Suditi Industries Limited), or the Secretarial Department of the Company.
5. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. Link Intime India Private Limited (Unit: Suditi Industries Limited), or the Secretarial Department of the Company.
6. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at evoting@linkintime.co.in/ashok.sherugar@linkintime.co.in or cs@suditi.in for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
7. 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 the Circulars issued by the Ministry of Corporate Affairs 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the AGM along with the Annual Report 2022-23, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
9. Members may note that the Notice of the 32nd AGM and Annual Report 2022-23 will also be available on the Company’s website at <http://suditi.in> and websites of the Stock

Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited at on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

10. Since this AGM is being held through VC/OAVM, 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, the Route Map is not required to be annexed in this to the Notice.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and vote through remote e-voting on its behalf at cs@suditi.in and evoting@linkintime.co.in/ashok.sherugar@linkintime.co.in, pursuant to Section 113 of the Companies Act, 2013.
13. In case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
14. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at cs@suditi.in up to the date of AGM.
16. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
17. The Company has fixed **Friday, September 22, 2023** as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from **Tuesday, September 26, 2023** (9.00 am) to **Thursday, September 28, 2023** (5.00 pm) (both days inclusive). The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive).

18. The Company has appointed M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries (FCS 10070; CP 12891) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 16:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect, may send their request through an email at cs@suditi.in up to the date of 32nd AGM.
20. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards - SS 2 on General Meetings, for directors seeking appointment/re-appointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
21. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
22. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from 1st April, 2019, except in case of request 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 holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
23. The Securities and Exchange Board of India (‘SEBI’) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
24. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
25. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
26. Pursuant to section 124 of the Act (as notified on the 7th September, 2016), and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to an IEPF Account established by the Central

Government, within thirty days of such shares becoming due for transfer to the Fund. The Members whose shares/ unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time.

27. Pursuant to the provisions of section 205C of the Companies Act, 1956 and section 125 of the Companies Act 2013 (with effect from 7th September, 2016), the Company has transferred the unpaid or unclaimed dividend amount for the financial year ended 31st March, 2015 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company is in the process of uploading the details of unpaid and unclaimed amounts lying with the Company on the 31st March, 2023 on the website of the Company as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting begins on **Tuesday, September 26, 2023 at 9.00 am** and ends on **Thursday, September 28, 2023 at 5.00 pm** (both days inclusive). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this