

SUDITI INDUSTRIES LTD.



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

Tel: 67368600/10 Fax: 27683465 E-mail: cs@suditi.in CIN: L19101MH1991PLC063245

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

Ref. No.: SIL/S/123/2017-18

Date: 08.03.2018

To,
The Manager
Dept. of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai Samachar Marg,
Mumbai - 400001.

Dear Sir / Madam,

Ref: Scrip Code: 521113

Sub: Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015-Disclosure of Voting Results of the Extra Ordinary General Meeting of the Company held on March 06, 2018 at 3.30 P.M.

The details of voting results of the Extra Ordinary General Meeting of Suditi Industries Limited held on March 6, 2018 at 3.30 P.M. at Conference hall, Society Terrace, A-2, Shah & Nahar Estate (Registered Office Premises building), Lower Parel, Mumbai - 400013.


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

The details of each agenda items, mode of voting, the report of scrutinizer form MGT-13 for poll and the combined report (for remote e-voting & Poll), are attached as annexure.

Thanking you,

Yours faithfully,

For **Suditi Industries Limited**


Pawan Agarwal
Chairman & Managing Director




H. Gopalkrishnan
Company Secretary & V. P. Finance

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Annexure '1':

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

Sr. No	Description	Particulars		
A	Date of EOGM	March 06, 2018		
B	Total Number of Shareholders on Record (Cut-off) Date (i.e. on 27.02.2018)	11403		
C	No. of shareholders present in the meeting either in person or through proxy:	105		
	Shareholders	Present in Persons	Present through proxy's	Total
	Promoter & Promoter Group	6	1	7
	Public	98	0	98
D	No. of Shareholders attended the meeting through Video Conferencing: Promoters and promoters Group: Not applicable Public: Not applicable			

Note: The Meeting commenced at 3.30 P.M. and concluded at 4.30 P.M.



Agenda- wise disclosure

Resolution required: (Ordinary / Special)		Special Resolution: Item no. 1 – Issue fully Convertible Debentures to H T Media Limited (A non promoter investor) on preferential basis:									
Whether promoter / promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	11844043		11843843	99.9983	11843843	0	100	0	0	
	Poll		0	0	0	0	0	0	0	0	
	Total	11844043	11843843	99.9983	11843843	0	100	0	0	0	
Public Institutions	E-Voting	1200		0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	0	0	
	Total	1200	0	0	0	0	0	0	0	0	
Public Non - Institutions	E-Voting	4917990		11584	0.2355	11584	0	100	0	0	
	Poll		176062	3.5800	176062	0	100	0	0	0	
	Total	4917990	187646	3.8155	187646	0	100	0	0	0	
Total		16763233	12031489	71.7731	12031489	0	100	0	0	0	



Resolution required: (Ordinary / Special)		Special Resolution: Item no. 2 – Amendment in Articles of Association:											
Whether promoter/ promoter group are interested in the agenda/resolution?		No											
Category	Mode of Voting	No. of shares held	(1)	(2)	(3)=[(2)/(1)]* 100	No. of Votes in favour	(4)	No. of Votes - Against	(5)	% of Votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11844043		11843843	99.9983	11843843		0		100		0	
	Poll			0	0	0		0		0		0	
	Total	11844043		11843843	99.9983	11843843		0		100		0	
Public Institutions	E-Voting	1200		0	0	0		0		0		0	
	Poll			0	0	0		0		0		0	
	Total	1200		0	0	0		0		0		0	
Public Institutions	E-Voting	4917990		11584	0.2355	11584		0		100		0	
	Poll			176062	3.5800	176062		0		100		0	
	Total	4917990		187646	3.8155	187646		0		100		0	
Total		16763233		12031489	71.7731	12031489		0		100		0	



Resolution required: (Ordinary / Special)		Special Resolution: Item no. 3 - Approval of Related Party Transaction:										
Category	Whether promoter / promoter group are interested in the agenda/resolution?	Mode of Voting	No. of shares held	(1)	Yes					(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
					No. of votes polled	(2)	% of Votes Polled on outstanding shares	(3)=[(2)/(1)]* 100	No. of Votes in favour			
Promoter and Promoter Group		E-Voting	11844043		0	0	0	0	0	0	0	0
		Poll			0	0	0	0	0	0	0	0
		Total	11844043		0	0	0	0	0	0	0	0
0		E-Voting	1200		0	0	0	0	0	0	0	0
		Poll			0	0	0	0	0	0	0	0
		Total	1200		0	0	0	0	0	0	0	0
Public Non - Institutions		E-Voting	4917990		11584	0.2355	11584	11584	100	100	0	0
		Poll			176062	3.5800	176062	176062	100	100	0	0
		Total	4917990		187646	3.8155	187646	187646	100	100	0	0
Total			16763233		187646	1.1194	187646	187646	100	100	0	0



All Resolutions as set out in the Notice of Extra Ordinary General Meeting were duly approved by the Shareholders.

For **Suditi Industries Limited**



Pawan Agarwal
Chairman & Managing Director



H. Gopal Krishnan
Company Secretary & V. P. Finance

FORM NO.MGT-13
SCRUTINIZER'S REPORT

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

To
The Chairman
Extra-Ordinary General Meeting of the Members of
SUDITI INDUSTRIES LIMITED
held on 06th March, 2018 at 03:30 P.M. at
Conference Hall, Society Terrace, A-2,
Shah & Nahar Estate (Registered Office Premises Building),
Lower Parel, Mumbai- 400013.

Dear Sir,

I, Shiv Hari Jalan, Company Secretary in whole time Practice, appointed as Scrutinizer(s) by the Board of Directors of **Suditi Industries Limited** for the purpose of scrutinizing the poll process under the provision of section 109 of the Act read with Rule 21 of the companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the Extra-Ordinary General Meeting of the Members of Suditi Industries Limited held on 06th March, 2018 at 03:30 P.M. at Conference Hall, Society Terrace, A-2, Shah & Nahar Estate (Registered Office Premises Building), Lower Parel, Mumbai-400013, submit my report as under:

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



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


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

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

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

Place: Mumbai

Date: 07.03.2018


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


Witness-1:

Signature: 

Name: Chirag Bhuptani



Witness -2

Signature: 

Name: Pratik Padwal

Suditi Industries Limited - Extra-Ordinary General Meeting held on 06th March, 2018.

RUSULTS OF POLL

Annexure-A

Special Resolution: Item no.1 - Issue fully convertible debentures to H T Media Limited (A Non Promoter Investor) on a preferential basis:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	64	176062	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0

Special Resolution: Item no. 2 – Amendment in the Articles of Association:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	64	176062	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0

Special Resolution: Item no. 3 – Approval of Related Party Transactions:

Particulars		Number of members present and voting (in person or by proxy)	Number of vote cast by them.	% of total number of valid votes cast
(i)	Voted in favour of the resolution	64	176062	100
(ii)	Voted against the resolution	0	0	0
(iii)	Invalid Votes	Total number of member (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	0



CONSOLIDATED SCRUTINIZER'S REPORT ON E-VOTING AND POLL

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

To
The Chairman
Extra-Ordinary General Meeting of the Members of
SUDITI INDUSTRIES LIMITED
held on 06th March, 2018 at 03:30 P.M. at
Conference Hall, Society Terrace, A-2,
Shah & Nahar Estate (Registered Office Premises Building),
Lower Parel, Mumbai- 400013.

Dear Sir,

I, **Shiv Hari Jalan**, Company Secretary in whole- time Practice appointed as Scrutinizer by the Board of Directors of **Suditi Industries Limited**, ("the Company") for the purpose of scrutinizing the e-voting process (remote e-voting) under the provision of section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, as amended and poll process under the provision of section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution(s) set out in the Notice to the Extra-Ordinary General Meeting of the Members of Suditi Industries Limited held on 06th March, 2018 at 03:30 P.M at Conference Hall, Society Terrace, A-2, Shah & Nahar Estate (Registered Office Premises Building), Lower Parel, Mumbai- 400013, submit my Report as under:

1. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act, 2013 and the Rules framed thereunder relating to Remote e-voting and voting through poll for the resolutions contained in the Notice of the company. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour "or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL, authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and based on the Polling Papers received from the shareholders of the Company.
2. In accordance with the Notice of Extra-Ordinary General Meeting sent to the Shareholders, the voting through electronic means / remote e-voting period remained open from 03rd March, 2018 (9.00 AM) to 05th March, 2018 (5.00 P.M).
3. The shareholders holding shares as on the "cut-off" date i.e. 27th February, 2018 were entitled to vote through e-voting on the proposed resolution(s) as set out in the Notice of Extra-Ordinary General Meeting sent to the Shareholders.
4. After the close of period for remote e-voting and before the start of extra-ordinary general meeting, the details of members, such as their names, folio Nos, Number of shares held, who has casted votes through e-voting, were accessed from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) for the purpose of ensuing that inmembers who have casted their votes through remote e-voting do not vote again at the EOGM.



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5. After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in presence of two witnesses who are not in the employment of the company. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The polling papers were reconciled with the records maintained by M/s Sharex Dynamic (India) Pvt. Ltd. the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The polling papers, which were incomplete and/or which were otherwise defective have been treated as invalid and kept separately.
8. The votes for remote e-voting process were unblocked on 07th March, 2018 in the presence of two witnesses who are not in the employment of the company. Thereafter, the details containing, inter alia list of equity shareholders, who voted "for" and "against" were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>).
9. The Consolidated result of Remote e-voting and the poll is as under as per annexure I:

Place: Mumbai

Date: 07.03.2018


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

Witness-1:

Signature:

Name:

Witness -2

Signature:

Name:



Suditi Industries Limited - Extra-Ordinary General Meeting held on 06th March, 2018.

Combined Results (E-voting and poll)

Annexure 1

Special Resolution: Item no.1 - Issue fully convertible debentures to H T Media Limited (A Non Promoter Investor) on a preferential basis:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11855427	11855427	100	0	0	0	0
Poll	176062	176062	100	0	0	0	0
Total	12031489	12031489	100	0	0	0	0

Special Resolution: Item no. 2 - Amendment in the Articles of Association:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11855427	11855427	100	0	0	0	0
Poll	176062	176062	100	0	0	0	0
Total	12031489	12031489	100	0	0	0	0

Special Resolution: Item no. 3 – Approval of Related Party Transactions:

Particulars of Business	Total No. of Votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		No's	%age	No's	%age	No's	%age
E-voting	11584	11584	100	0	0	0	0
Poll	176062	176062	100	0	0	0	0
Total	187646	187646	100	0	0	0	0

