


APPLICATION FORM FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY AND RENOUNCES ONLY USING ASBA FACILITY	 <p>SUDITI INDUSTRIES LIMITED Corporate Identification Number: L19101MH1991PLC063245 Registered & Corporate Office: C-253/254, MIDC, TTC Industrial Area, Pawne Village, Turbhe, Navi Mumbai – 400705, Maharashtra, India (For changes in Registered Office, please refer to page 47 of the Letter of Offer)</p> <p>Tel: +91-22-67368600; Contact Person: H. Gopalkrishnan, Company Secretary and Compliance Officer E-mail: rights.issue@suditi.in; Website: www.suditi.in</p>	NOT INTENDED FOR ELIGIBLE EQUITY SHAREHOLDERS IN THE UNITED STATES		
Application No.		ISSUE OPENS ON	THURSDAY, SEPTEMBER 15, 2022	
Collecting SCSB's Sign & Seal		LAST DATE FOR ON MARKET RENOUNCIATION*	FRIDAY, SEPTEMBER 16, 2022	
Please read the letter of offer dated August 30, 2022 (“Letter of Offer” or “LOF”), the Abridged Letter of Offer, the Rights Entitlement Letter and instructions on the reverse of this Application Form carefully. All capitalised terms not defined herein shall carry the same meaning as ascribed to them in the Letter of Offer. DO NOT TEAR OR DETACH ANY PART OF THIS APPLICATION FORM THIS DOCUMENT IS NOT NEGOTIABLE.		ISSUE CLOSES ON#	WEDNESDAY, SEPTEMBER 21, 2022	
ISSUE OF UPTO 97,52,290 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹30 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹20 PER EQUITY SHARE) (THE “ISSUE PRICE”), FOR AN AMOUNT AGGREGATING UPTO ₹2925.69 LAKHS# ON A RIGHTS BASIS TO THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 5 (FIVE) RIGHTS EQUITY SHARE(S) FOR EVERY 9 (NINE) FULLY PAID-UP EQUITY SHARE(S) HELD BY SUCH EXISTING ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON TUESDAY, SEPTEMBER 6, 2022 (THE “ISSUE”). # Assuming full subscription				

To,
The Board of Directors,
SUDITI INDUSTRIES LIMITED
Dear Sirs,

Date: _____

- I/We hereby accept and apply for Allotment of the Rights Equity Shares (including additional Rights Equity Shares, if applicable) mentioned in **Block I of Point 5** below in response to the Abridged Letter of Offer/Letter of Offer offering the Equity Shares to me/us on rights basis.
- I/We agree to pay the amount specified in **Block II of Point 5** below at the rate of ₹ 30/- per Rights Equity Share payable on Application on the total number of Rights Equity Shares specified in **Block I of Point 5** below.
- I/We agree to accept the Rights Equity Shares Allotted to me/us and to hold such Rights Equity Shares upon the terms and conditions of the Abridged Letter of Offer, Letter of Offer, this Application Form, Rights Entitlement Letter and subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, as applicable and the rules made thereunder and the Memorandum and Articles of Association of the Company.
- I/We undertake that I/we will sign all such other documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares in respect of which this application may be accepted.
- I/We also agree to accept the Rights Equity Shares subject to laws, as applicable, guidelines, circulars, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI/Government of India/RBI and/or other authorities.
- I/We hereby solemnly declare that I am/we are not applying for the Rights Equity Shares in contravention of section 269SS of the Income-tax Act.
- I/We authorise you to place my/our name(s) on the Register of Shareholders / Register of Beneficial of the Company.
- I/we hereby accept and confirm the following:**
 - I/ We understand that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia United States, except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws.*
 - I/ We understand that the Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act (“U.S. QIBs”) pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act (“Regulation S”).*
 - I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*
 - I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*
 - I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a “U.S. Person” as defined in (“Regulation S”), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.*
 - I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.*

GENERAL INSTRUCTIONS

- a) Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and / or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "Application on Plain Paper under ASBA process" of the Letter of Offer.
- d) Applications should be (i) submitted to the Designated Branch of the SCSB or made online / electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- e) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Shareholders for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.
- g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and / or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants.

The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs, Registrar shall be liable to compensate the Shareholders for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
- h) By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his / her official seal. The Shareholders must sign the Application as per the specimen signature recorded with the SCSB.
- j) Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID / Folio number should match the demat account details in the records available with Company and / or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or in accurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- l) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first / sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m) Please note that ASBA Applications may be submitted at all designated branches of the SCSBs available on the SEBI website at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
- n) **Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.**
- o) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- p) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- q) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- r) Avoid applying on the Issue Closing Date due to risk of delay / restrictions in making any physical Application.
- s) Do not pay the Application Money in cash, by money order, pay order or postal order.
- t) Do not submit multiple Applications.
- u) **The Investors shall submit only one Application Form for the Rights Entitlements available in a particular demat account.** In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations such the Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts; the Investors are required to submit the Application Form separately from each demat account.
- v) Ensure that your PAN is linked with Aadhar and you are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is September 21, 2022, i.e., Issue Closing Date. Our Board or any committee there of may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as maybe extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Basis of Allotment" as per letter of offer.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5:00 P.M. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

WITHDRAWAL OF APPLICATION

A Shareholder who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Shareholders applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs)

The list of banks who have registered with SEBI to act as SCSBs for the ASBA Process is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

For this Issue, following banks would be acting as SCSB:

1. Ahmedabad Mercantile Co-Op Bank Ltd;
2. AU Small Finance Bank Limited;
3. Axis Bank Ltd;
4. Bandhan Bank;
5. Bank of Baroda;
6. Bank of India;
7. Bank of Maharashtra;
8. Barclays Bank PLC;
9. BNP Paribas;
10. Canara Bank;
11. Catholic Syrian Bank Limited;
12. Central Bank of India;
13. CITI Bank NA;
14. City Union Bank Ltd.;
15. DBS Bank Ltd.;
16. DCB Bank Ltd.;
17. Deutsche Bank;
18. Dhanlaxmi Bank Limited;
19. Equitas Small Finance Bank;
20. GP Parsik Sahakari Bank Limited;
21. HDFC Bank Ltd.;
22. HSBK Ltd.;
23. ICICI Bank Ltd;
24. IDBI Bank Ltd.;
25. IDFC FIRST Bank;
26. Indian Bank;
27. Indian Overseas Bank;
28. IndusInd Bank;
29. J P Morgan Chase Bank, N.A.;
30. Jammu and Kashmir bank;
31. Janata Sahakari Bank Ltd.;
32. Karnataka Bank Ltd.;
33. Karur Vysya Bank Ltd.;
34. Kotak Mahindra Bank Ltd.
35. Mehsana Urban Co-operative Bank Limited;
36. Nutan Nagarik Sahakari Bank Ltd.;
37. Punjab & Sind Bank;
38. Punjab National Bank;
39. Rajkot Nagarik Sahakari Bank Ltd;
40. RBL Bank Limited;
41. South Indian Bank;
42. Standard Chartered Bank;
43. State Bank of Bikaner and Jaipur;
44. State Bank of Hyderabad;
45. State Bank of India;
46. State Bank of Mysore;
47. State Bank of Patiala;
48. State Bank of Travencore;
49. SVC Co-operative Bank Ltd.;
50. Syndicate Bank;
51. Tamilnad Mercantile Bank Ltd.
52. The Ahmedabad Mercantile Co-Op. Bank Ltd.;
53. The Federal Bank;
54. The Jammu & Kashmir Bank Limited;
55. The Kalapur Commercial Co-operative Bank Ltd.;
56. The Lakshmi Vilas Bank Ltd.;
57. The Saraswat Co-Opearative Bank Ltd;
58. The Surat Peoples Co-op Bank Ltd;
59. TJSB Sahakari Bank Ltd;
60. UCO Bank;
61. Union Bank of India;
- and 62. YES Bank Ltd.

In accordance with the SEBI ICDR Regulations, the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent / dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Final Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Final Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access this Final Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) Our Company at www.suditi.in
- (ii) The Registrar at www.linkintime.co.in
- (iii) The Stock Exchange at www.bseindia.com

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.suditi.in).

The Investors can visit following links for the below-mentioned purposes:

- (a) Frequently asked questions and online / electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: www.linkintime.co.in
- (b) Updation of / e-mail address / phone or mobile number in the records maintained by the Registrar or our Company: www.linkintime.co.in
- (c) Updation of Indian address by way of sending an email to www.linkintime.co.in
- (d) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.linkintime.co.in
- (e) Submission of self-attested PAN, client mastersheet and demat account details by non-resident Eligible Equity Shareholders: www.linkintime.co.in

COMPANY	LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
		
SUDITI INDUSTRIES LIMITED C-253/254, MIDC, TTC Industrial Area, Pawne Village, Turbhe, Navi Mumbai – 400705, Maharashtra, India Tel. : +91 22 67368600; E-mail rights.issue@suditi.in Website: www.suditi.in Contact Person: Mr. H. Gopalkrishnan CIN: L19101MH1991PLC063245	CHARTERED FINANCE MANAGEMENT PRIVATE LIMITED 2nd Floor, Wakefield House, Sprott Road, Ballard Estate, Mumbai – 400038, Maharashtra, India Tel.: +91 22 22696944 / 22675708 Website www.charteredfinance.in Email: rights.issue@cfml.in Investor Grievance ID: investor.grievance@cfml.in Contact Person: Mr. R. Ramnath SEBI Registration No: INM000012052	LINK INTIME INDIA PRIVATE LIMITED C-101, 1 st Floor, 247 Park LBS Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India Tel: +91 022 49186200; Fax: +91 022 49186195 Website: www.linkintime.co.in Email: suditi.rights@linkintime.co.in Investor Grievance ID: suditi.rights@linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058

Investors may contact the Registrar to the Issue or our Company Secretary for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process see "Terms of the Issue" beginning at page 246 of the Letter of Offer.