

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER
FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY
This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated August 30, 2022 (“ Letter of Offer ”) which is available on the websites of the Registrar, our Company, and the Stock Exchange where the equity shares of our Company are listed i.e. BSE Limited. You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.
THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.
Our Company has made available on the Registrar’s website at www.linkintime.co.in and the Company’s website at www.suditi.in , the Letter of Offer, this Abridged Letter of Offer along with the Rights Entitlement Letter and Application Form to the Eligible Equity Shareholders. You may also download the Letter of Offer from the website of the Securities & Exchange Board of India (“ SEBI ”) and the stock exchange where the Equity Shares of our Company are listed, i.e., BSE Limited (“ BSE ”/ “ Stock Exchange ”), i.e., www.sebi.gov.in and www.bseindia.com , respectively. Application Form is also available on the respective websites of the Company, Registrar and the Stock Exchange.



SUDITI INDUSTRIES LIMITED

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)

Tel: +91 22-67368600; **Contact Person:** H. Gopalkrishnan, Company Secretary and Compliance Officer

E-mail: rights.issue@suditi.in; **Website:** www.suditi.in

Corporate Identification Number: L19101MH1991PLC063245

PROMOTERS OF OUR COMPANY: PAWAN KISHORILAL AGARWAL, SHALINI PAWAN AGARWAL & RAJENDRA KISHORILAL AGARWAL
ISSUE DETAILS, LISTING AND PROCEDURE
<p>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”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 246 OF THE LETTER OF OFFER.</p> <p><i># Assuming full subscription</i></p> <p>Listing Details: The Equity Shares of our Company are listed on BSE. Our Company has received “In-Principle” approval from BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letter number DCS/RIGHT/KK/FIP/2269/2022-23 dated May 31, 2022. Our Company will also make application to the Stock Exchange to obtain its trading approval for the Right Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/ CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the Designated Stock Exchange is BSE.</p> <p>Procedure: If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section titled “<i>Terms of the Issue</i>” on page 246 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, Stock Exchange, SEBI and Registrar as stated above. You can also request for the hard copy of the Letter of offer.</p>
ELIGIBILITY FOR THE ISSUE
Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

MINIMUM SUBSCRIPTION

The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoters and members of our Promoter Group have undertaken to (i) subscribe to the full extent of their respective Rights Entitlements, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR; and (ii) have also confirmed that they shall not renounce their Rights Entitlements, except to the extent of renunciation within the promoter group. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable. The above is subject to the terms mentioned under “*Terms of the Issue*” on page 246 of the Letter of Offer.

INDICATIVE TIMETABLE

Issue Opening Date	Thursday, September 15, 2022	Date of Allotment (on or about)	Tuesday, September 27, 2022
Last Date for On Market renunciation#	Friday, September 16, 2022	Date of Credit of Rights Equity shares to demat account of Allottees (on or about)	Thursday, September 29, 2022
Issue Closing Date*	Wednesday, September 21, 2022	Date of listing/ commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)	Monday, October 03, 2022
Finalization of Basis of Allotment with the Designated Stock Exchange (on or about)			Tuesday, September 27, 2022

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

* Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through speed post the Issue Material and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Letter of Offer will be provided, through email and speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Issue Material from the websites of the Registrar, our Company, the Lead Manager and the BSE. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials. Further, the Letter of Offer will be provided to those who have provided their Indian addresses to our Company and who makes a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer, and the Application Form from the websites of the Registrar, our Company and the BSE. Our Company shall also endeavor to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

NO OFFER IN THE UNITED STATES THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF (“UNITED STATES”), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE ISSUE OR ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES. ACCORDINGLY, THE ISSUE MATERIAL AND RIGHTS ENTITLEMENT LETTERS SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Rights Equity Shares in this Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of the Letter of Offer. Specific attention of the investors is invited to the section titled “Risk Factors” on page 30 of the Letter of Offer.

Name of Lead Manager and contact details	<p>CHARTERED FINANCE MANAGEMENT PRIVATE LIMITED (Formerly known as Chartered Finance Management Limited) 2nd Floor, Wakefield House, Sprott Road, Ballard Estate, Mumbai – 400038, Maharashtra, India Tel. No.: +91 22 22696944 / 22675708 Email: rights.issue@cfml.in Website: www.charteredfinance.in Investor Grievance Email: investor.grievance@cfml.in Contact Person: Mr. R. Ramnath SEBI Registration No.: INM000012052</p>
Name of Registrar to the Issue and contact details	<p>Link Intime India Private Limited Address: C – 101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India; Tel.: +91 22 4918 6200; Facsimile: +91 22 4918 6195; E-mail: suditi.rights@linkintime.co.in; Investor grievance: suditi.rights@linkintime.co.in; Website: www.linkintime.co.in; Contact person: Mr. Sumeet Deshpande SEBI Registration No: INR000004058</p>
Banker to Issue	<p>ICICI Bank Limited Address: Capital Market Division, 5th Floor, 163, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020, Maharashtra, India. Tel. No.: +91 22 68052185 Fax No.: +91 22 22611138 E-mail: amandeep.arora@icicibank.com Website: www.icicibank.com Contact person: Mr. Amandeep Arora SEBI Registration No: INBI00000004</p>
Name of Statutory Auditor	<p>M/s. Chaturvedi & Partners Chartered Accountants Address: 404, Apollo Complex Premises Co-operative Society Limited R.K. Singh Marg, Off Parsi Panchayat Road, Andheri (East), Mumbai - 400069 Tel: +91 22 46037794; +91 9819326977 Email: candp1977@gmail.com Contact Person: CA Siddharth Punamiya Membership No.: 148540 Contact Person Email: siddharth.punamiya@gmail.com Firm Registration No.: 307068E Peer Review Certificate No.: 014285</p>
Self-Certified Syndicate Banks (“SCSBs”)	<p>The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.</p>

SUMMARY OF BUSINESS

Our Company was incorporated in the year 1991 and has evolved as a company with a vertically integrated apparel infrastructure engaged in the areas of fabric processing, garment manufacturing, retail and distribution. It began initially as a processing plant and has now developed a comprehensive ecosystem covering knitting, dyeing, printing, finishing and garmenting. The Company’s brands are available with most major offline and online retailers; with presence in about 5 cities and our Company’s subsidiaries has around 15 Point of Sales pan-India. For further details, please refer to the chapter titled “Business Overview” at page 81 of the Letter of Offer.

SUMMARY OF OBJECTS OF THE ISSUE AND REQUIREMENT OF FUNDS

Qualitative Object

The details of Objects of the Issue are forth in the following table:

		(₹ In Lakhs)
Particulars		Amount
i. Augmentation of existing and incremental Working Capital requirement of our Company		1229.17
ii. Part repayment or prepayment of Unsecured Loans / Inter-Corporate Deposits availed by our Company from our Promoter Mr. Pawan Kishorilal Agarwal, and our Promoter group entity viz., Black Gold Leasing Private Limited		1200.00
iii. Part repayment or pre-payment of certain secured loans availed from lenders		450.00
iv. Issue related purposes		46.52
Gross Proceeds from the Issue		2925.69

The details of the Net Proceeds are set forth in the following table:

		(₹ In Lakhs)
Particulars		Amount
Gross Proceeds from the Issue		2925.69
Less: Adjustment of Unsecured loans against the entitlement (including additional subscription, if any) of Promoter and Promoter Group Companies		(1200.00)
Less: Issue related Expenses		(46.52)
Net Proceeds from the Issue		1679.17

For further details, please see chapter titled “*Objects of the Issue*” beginning on page 62 of the Letter of Offer.

Requirement of Funds:

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

NAME OF MONITORING AGENCY

As the net proceeds of the Issue shall not exceed ₹10,000 lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

EQUITY SHAREHOLDING PATTERN OF THE COMPANY AS ON JUNE 30, 2022

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre Issue
1.	Promoter and Promoter Group	1,17,72,393	67.06
2.	Public	57,81,730	32.94
	Total	1,75,54,123	100.00

BOARD OF DIRECTORS

Name	Designation	Other Directorship
Mr. Pawan Kishorilal Agarwal	Chairman	<ul style="list-style-type: none"> ➤ Intime Knits Private Limited ➤ SAA & Suditi Retail Private Limited ➤ Suditi Design Studio Limited ➤ Black Gold Leasing Private Limited ➤ Lehar Investrade Private Limited ➤ R Piyarelal Private Limited ➤ Suditi Sports Apparel Limited
Mr. Rajagopal Raja Chinraj	Executive Director & CEO	<ul style="list-style-type: none"> ➤ Chendur Dress Manufacturers Private Limited ➤ VE Laxmi Exim LLP
Mr. Vivek Gangwal	Independent Director	<ul style="list-style-type: none"> ➤ Shree Swami Leela Developers Private Limited ➤ Soba Infosec Private Limited

Ms. Sanjula Sanghai	Independent Director	<ul style="list-style-type: none"> ➤ Provincial Housing and Property Limited ➤ Bow Balaleshwar Minings Private Limited ➤ Balaji Prints Limited ➤ Citer Holdings Private Limited ➤ White Rose Finvest Private Limited ➤ Cipolin Investments Private Limited ➤ Fresh India Organics Import Export LLP ➤ Polki Jewels LLP
----------------------------	----------------------	--

Details of the Issuer or any of its promoters or directors being a willful defaulter or a fraudulent borrower: Neither the Issuer, nor any of its promoters or directors are willful defaulter or a fraudulent borrower.

CONSOLIDATED FINANCIAL INFORMATION

(₹ in lakhs)

Particulars	Unaudited	Restated Audited		
	For the period ended at March 31, 2022	For the year ended at March 31, 2022	For the year ended at March 31, 2021	For the year ended at March 31, 2020
Total Income from operations (Net)	3,061.68	10,328.32	5,012.79	9,487.85
Net Profit/(loss) before tax and extraordinary items	3.16	(2116.54)	(1824.64)	(177.96)
Net Profit/(loss) after tax and extraordinary items	1.77	(2,637.49)	(2,355.97)	(1,032.92)
Equity Share Capital	1,755.41	1,755.41	1,755.41	1,755.41
Reserves and Surplus	(3,716.16)	(3718.44)	(1075.46)	1,273.59
Net Worth	(1,960.74)	(1,963.03)	679.96	3,029.00
Basic Earnings per share (Rs.)	0.01	(15.00)	(13.42)	(5.81)
Diluted Earnings per share (Rs.)	0.01	(15.00)	(13.42)	(5.81)
Return on net worth (%)	(0.08)%	(134.36)%	(346.49)%	(34.10)%
Net asset value per share (Rs.)	(11.17)	(11.18)	3.87	17.26

INTERNAL RISK FACTOR- TOP 5 RISK FACTORS AS PER THE LETTER OF OFFER

- 1) The novel coronavirus (Covid-19) pandemic outbreak and steps taken to control the same have significantly impacted our business, results of operations, financial condition and cash flows and further impact will depend on future developments, which are highly uncertain.
- 2) There are certain outstanding litigations against our Company, and Subsidiaries/Joint Venture companies, that if determined against us, could have a material adverse impact on our financial condition and results of operations
- 3) The Company has further delayed filing of certain disclosures with the Stock Exchange under the Listing Regulations, in the past.
- 4) An amount of ₹482.54 Lakhs was outstanding to MSME Companies as at the end of March 31, 2022 and ₹589.61 Lakhs was outstanding at the end of the three-month period ended June 30, 2022.
- 5) The Company is non-complaint in terms of not having a Chief Financial Officer (CFO) as per the provisions of section 203 of the Companies Act, 2013 whereby every public Company having a paid-up share capital of ₹ 10 Crores or more shall have a whole time key managerial personnel, which includes whole time Chief financial officer.

SUMMARY OF OUTSTANDING LITIGATIONS

A summary of outstanding litigation proceedings pertaining to our Company as on the date of the Letter of Offer is provided below:

a) Litigations involving our Company

i) Cases filed against our Company:

Nature of Litigation	No. of matters outstanding	Amount involved* (₹ In Lakhs)
Indirect Tax matters	12	297.29
Material Civil litigations	2	23.07

**To the extent quantifiable*

ii) Cases filed by our Company

Nature of Litigation	No. of matters outstanding	Amount involved*
----------------------	----------------------------	------------------

	<i>(₹ In Lakhs)</i>	
Indirect Tax matters	-	-
Material Civil litigations	17	86.77

**To the extent quantifiable*

b) Litigations involving our Joint Venture and Subsidiary Company(ies)

i) Cases filed against our Subsidiary:

Nature of Litigation	No. of matters outstanding	Amount involved* <i>(₹ In Lakhs)</i>
Material Civil litigations	1	2.77

**To the extent quantifiable*

ii) Cases filed by our Joint Venture company:

Nature of Litigation	No. of matters outstanding	Amount involved* <i>(₹ In Lakhs)</i>
Material Civil litigations	1	1.99

**To the extent quantifiable*

For further details, please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page 231 of this Letter of Offer.

TERMS OF ISSUE

In accordance with the SEBI ICDR Regulations, the SEBI Rights Issue Circulars, the ALOF, 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 ALOF, 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 ALOF, 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. Investors can access the LOF, the ALOF and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of our Company at www.suditi.in, the Registrar at www.linkintime.co.in; and the Stock Exchanges at www.bseindia.com.

Procedure for Application

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA For details, see ‘*Procedure for Application through the ASBA Process*’ on page 258 of the Letter of Offer.

The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouces, to make Applications in this Issue on the basis of the Rights Entitlements credited in their respective demat accounts. Please note that one single Application Form shall be used by the Investors to make Applications for all 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 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 a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application 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 Applications made with payment using third party bank accounts are liable to be rejected. Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see ‘*Grounds for Technical Rejection*’ on page 271 of the Letter of Offer. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants. Procedure for Application through the ASBA process.

An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application 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.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Making of an Application through the ASBA facility:

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "*Application on Plain Paper under ASBA process*" at page 261 of the Letter of Offer.

Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter. 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. In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is ISIN: INE691D20012. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Application on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper, in case of non-receipt of Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Issuer, being Suditi Industries Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio Number/ DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option preferred - only Demat form;
6. Number of Rights Equity Shares entitled to;
7. Number of Rights Equity Shares applied for;
8. Number of Additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for within the Right Entitlements;
10. Total amount paid at the rate of ₹30 per Rights Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. Additionally, all such Applicants are deemed to have accepted the following:

“I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (“US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (“United States”) or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act (“Regulation S”). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is a resident of the United States “U.S. Person” (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

“I/ We will not offer, sell or otherwise transfer any of the 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 investors 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 Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.linkintime.co.in

Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self- attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
3. The remaining procedure for Application shall be same as set out in “*Application on Plain Paper under ASBA process*” beginning on page 261 of the Letter of Offer.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Rights Entitlements Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 5 (Five) Rights Equity Share(s) for every 9 (Nine) Equity Share(s) held on the Record Date.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 5 (Five) Rights Equity Share(s) for every 9 (Nine) Equity Share(s) held on the Record Date. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 9 (Nine) Equity Share(s) or not in the multiple of 9 (Nine), the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlement.

Also, those Equity Shareholders holding less than 9 (Nine) Equity Shares and therefore entitled to 'Zero' Rights Equity Share under this Issue shall be dispatched an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share, if such Equity Shareholders have applied for the Additional Rights Equity Shares. However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non-negotiable/non-renounceable.

Procedure for Renunciation of Rights Entitlement

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investor.

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.

a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE691D20012 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., Thursday, September 15, 2022 to Friday, September 16, 2022 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE691D20012 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE Limited under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE691D20012, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- v. renounce its Rights Entitlements in full.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to applicable sectoral caps, and in consultation if necessary, with the Designated Stock Exchange and in the manner prescribed under the section titled “*Terms of the Issue*” on page 246 of the Letter of Offer. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section “*Basis of Allotment*” on page 273 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Withdrawal of Application

No Investor applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

Intention and extent of participation by the Promoter and Promoter Group

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated March 25, 2022 (the "Subscription Letters") indicated their intention to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter or member of the Promoter Group of our Company. Further, they intend applying for and subscribing to, additional Rights equity shares, including subscribing to the unsubscribed portion (if any), subject to compliance with the minimum public shareholding requirement as prescribed under the SCRR and the SEBI Listing Regulations. Our Company is in compliance

with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

Our Promoter (Mr. Pawan Kishorilal Agarwal) and Promoter Group (Black Gold Leasing Private Limited) have vide letters dated March 25, 2022 requested our Company to adjust unsecured loans of ₹750 lakhs and ₹450 lakhs respectively aggregating to ₹1200 lakhs against their entitlement, including additional subscription, if any instead of seeking a repayment of the same. Thus, a portion of the Issue Proceeds is proposed to be utilised for repaying the unsecured loans amounting to ₹1,200 lakhs availed from the remaining members of the Promoter and Promoter Group.

For further details, please see the chapter titled “*Capital Structure*” beginning on page 54.

Availability of offer document of the immediately preceding public issue or rights issue for inspection: Available

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- Pawan Kishorilal Agarwal DIN: 00808731 Chairman	Sd/- Rajagopal Raja Chinraj DIN: 00158832 Executive Whole-time Director &CEO	Sd/- Vivek Gangwal DIN: 01079807 Independent Director	Sd/- Sanjula Sanghai DIN: 00049344 Independent Director
--	---	---	---

Place: Navi Mumbai
Date: August 30, 2022