

SUDEV INDUSTRIES LIMITED

Registered Office: B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301

CIN No.: L25201UP1992PLC018150, Tel. No.: 9920370259

Website: www.sudev.co.in, **E-mail:** info@sudev.co.in

NOTICE

Notice is hereby given that the Twenty Eighth (28th) Annual General Meeting of the Members of **SUDEV INDUSTRIES LIMITED** will be held on Thursday, 30th Day of September, 2021 at 10:00 A.M. at the Registered Office of the Company situated at B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31st, 2021, together with the Boards' Report and the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. Rajiv Agarwal (DIN: 00929463), who retires by rotation and being eligible, offers himself for re-appointment.

Date: 1st September, 2021

Place: Uttar Pradesh

By order of the Board

Sd/-
(Rajiv Agarwal)
Whole-time Director
DIN: 00929463

Notes:

1. **The AGM will be held at the said venue by strictly adhering to the COVID-19 protocols including Face Mask, Hand Sanitization etc. As per the latest guidelines / advisories issued by Ministry of Health & Family Welfare, Government of India and State Govt. In Covid 19 pandemic. Entry to the venue will be made at 'First come, First basis' according to the maximum permissible limit for a gathering at a place.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD DEPOSITED THE PROXY FORM (MGT-11) AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA")/ SEBI circular dated May 12, 2020 and MCA general circular no. 02/2020 dated January 13, 2021/ SEBI circular no. 11 dated January 15, 2021, the notice of the AGM along with Annual Report for the financial year 2020-21 is being sent only through electronic mode to those members whose e-mail address are registered with the company/Depositories, unless any Member has requested for a physical copy of the same.
4. Pursuant to provisions of Section 105 of Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person who shall not act as proxy for any other person or shareholder.
5. Corporate Member(s) intending to send their Authorized Representative(s) to attend the meetings are requested to send, to the Company, a certified true copy of the Board Resolution passed in the Board Meeting of the respected Company, pursuant to Section 113 of the Companies Act, 2013 authorising their Representative(s) to attend and vote on their behalf at the meeting.
6. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means instructions and other information relating to e-voting are given in this notice under Note No.17. The Company will also send communication relating to remote E-voting which Inter alia would contain details about User Id and Password.
7. No special business is there, hence Explanatory statement not to be annexed hereto.
8. Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 is the Registrar and Share Transfer Agent for physical shares of the Company. Beetal Financial & Computer Services Private Limited is also the depository interface of the Company with both NSDL and CDSL.
9. Electronic Copy of the Annual Report for 2020-2021 is being sent to all the member(s) who's Email Ids are registered with the Company/Depository Participant(s) for communication purposes, unless any member will request for a hard copy of the same. For members who have not registered their Email Address, Physical Copies of the Annual Report For 2020-2021 is being sent in the permitted mode. Further member who have not registered their email addresses so far, are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company Electronically.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Thursday, 30th September, 2021 (both days inclusive).
11. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
12. Members are requested to quote their folio number, DP ID/Client ID and the Company's name in all correspondence with Beetal Financial & Computer Services Private Limited, who is acting as our Registrar and Share Transfer Agent.
13. 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 form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Member holding shares in physical form can submit their PAN detail to the Company or to Beetal Financial & Computer Services Private Limited (RTA).
14. The Company's shares are compulsorily traded in demat form; hence the members who are holding equity shares in physical form are requested to get them dematerialized. Members can contact the Company's Share Registrars and Transfer Agent's (Beetal Financial & Computer Services Private Limited) for assistance in this regard.
15. As per the provisions of Companies Act, 2013 read with Rules made there under and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 Company has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through electronic mode. The said provisions permits the Company to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by intimating their email address to the Company at the dedicated email ID i.e., info@sudev.co.in.
16. As per the provisions of the Companies Act 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The Members, who wish to nominate a person, may furnish the required details to the Company in prescribed form SH-13.

17. **Voting Through Electronic Means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than venue of the Meeting (“remote e-voting”).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period will commence from 27th September, 2021 (09:00 AM) and ends on 29th September, 2021 (05:00PM). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The “remote e-voting” end time shall be 05:00 PM on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evotingindia.com>.
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select “EVEN (E-Voting Event Number)” of “Name of the company”.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Indermohan2011@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
 - ii. **EVEN (Remote e-voting Event Number)** **USER ID** **PASSWORD/PIN**
 - iii. Please follow all steps from S.No. (ii) to S.No. (xii) above, to cast vote.
 - iv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evotingindia.com or call on toll free no.: 1800-22-5533
 - v. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - vi. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - vii. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/beneficial (in case of electronic shareholding) as on the cut-off date i.e. 23rd September, 2021.
 - viii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Issuer/RTA.

- ix. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at the following toll free no.: 1800-22-5533.
 - x. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - xi. **M/s. Gupta Jalan & Associates**, Chartered Accountants, Delhi, (FRN. 003721N), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - xii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - xiii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xiv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sudev.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
 - xv. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2021.

NOTE: The Facility for Voting shall be decided by the Company i.e. "remote e-voting" or "Ballot Paper" or "Polling Paper". The members who opts, to caste their vote through Ballot or Poll, for the convenience of Shareholders, Polling paper/ Ballot paper (MGT- 12) are enclosed with Annual Report.
18. Members are requested to bring their copy of Annual Report in the Meeting.
19. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11:00 AM to 1:00 PM on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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CIN No.: L25201UP1992PLC018150, Tel. No.: 9920370259

Website: www.sudev.co.in, E-mail: info@sudev.co.in

DIRECTOR'S REPORT

To
The Members of
Sudev Industries Limited

The Board of Directors is pleased to present herewith the Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2021. The Management Discussion and Analysis has also been incorporated into this report.

FINANCIAL RESULTS:

The highlights of the Financial Results are as under:

Particulars	2020-2021	2019-2020
Gross Total Income	0	0
Expenditure	228,677.66	310,000.00
Finance Cost	0	0
Gross Profit (Loss)	(228,677.66)	(3,10,000)
Depreciation	0	0
Profit / (Loss) Before Tax	(228,677.66)	(3,10,000)
Provision for Current Taxation	0	0
Provision for Taxation Earlier Year	0	0
Net Profit (Loss) after Tax	(228,677.66)	(3,10,000)
Proposed Dividend	NIL	NIL

OPERATIONS

During the year under review, the Company has earned a Loss of Rs. (228,677.66) as against Loss of Rs (310,000.00) in the previous year. The Company will focus on trading of plastic products businesses and will formulate its strategies accordingly.

CHANGE IN NATURE OF BUSINESS:

There has been no change in nature of business of the company during the F.Y. 2020-21.

MATERIAL CHANGES AND COMMITMENTS:

There has been no material changes and commitments, affecting the Financial Position of the Company, which have occurred between the End of Financial Year of the Company to which the Financial Statements relate and the date of the report.

CHANGES IN SHARE CAPITAL:

The paid up Equity Share Capital as on 31st March, 2021 was Rs. 3,50,07,375/-. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

DEPOSIT

During the year, the Company has not accepted any deposits under the Companies Act, 2013.

DIVIDEND:

The Board has decided not to recommend any dividend for the year ended 31st March 2021.

DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares are available for trading in the both Depositories that is National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The International Security Identification Number (ISIN) allotted by NSDL and CDSL to the Company is INE670C01018. The Dematerialization status of the Company as on March 31st, 2021 is as under:-

Particulars	No. of Shares	Percentage
Electronic Mode		
NSDL	9,06,030	21.504
CDSL	36,570	0.868
	9,42,600	22.372
Physical Mode	32,70,700	77.628
Total	42,13,300	100.00

TRANSFER TO RESERVE

Company has transferred the loss of Rs. 228,677.66 /- for the year ended 31st March 2021.

CORPORATE GOVERNANCE

Since, the Company having paid-up capital and net worth less than the threshold provided under Regulation 15(2) of SEBI LODR Regulations. Hence, the Company need not required to address Reports on Corporate Governance, certificate/s from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has policy for Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors, to the best of their knowledge and belief and according to the information and explanation obtained by them, make the following statement in terms of clause (c) of sub-section (3) of section 134 of Companies Act 2013 that:-

a) In the preparation of the annual accounts for the financial year ended on 31st March 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures.

b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2021 and of the profit and loss of the company for that period;

c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) The directors had prepared the annual accounts on a going concern basis;

e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Rajiv Agarwal, Chairman and Whole-time Director (DIN: 00929463) of the Company, will retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for reappointment.

Mr. Ravi Sharma, Director and Chairman of the Nomination and Remuneration Committee and Stakeholders Relationship committee (DIN: 02543805) is appointed as Non- Executive Director of the Company.

Ms. Pooja Kataria, Woman Director (DIN: 08189945) is appointed as an Independent Non-Executive Director.

Mr. Vishnu Sharma, is appointed as Chief Financial Officer of the Company.

***Ms. Shruti Jain, (ACS-64437)** is a Company Secretary and Compliance Officer (Whole-time Key Managerial Personnel) w.e.f. 30th June, 2021.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfilled the conditions of independence as specified in the Act and the Rules made there under and are independent of the management. The declaration was placed before the board for their review.

Policy on Directors, KMP & Other Employees:

The Company has adopted Governance Guidelines on Board's Effectiveness. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of Independent Director, Director term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director Remuneration, and Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees

Policy for Nomination and Remuneration of Directors:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, and financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to evaluate the Performance of the Board on a periodic basis, including each time a Director's appointment or re-appointment is

required or not. The Committee is also responsible for reviewing and vetting the CVs of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

Impact of the COVID-19 pandemic on the Company.

Pursuant to regulation 30(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we would like to inform that the Company has resumed its working with minimum staff as per the Guidelines issued by the Government updated as on date.

MEETINGS OF THE BOARD:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Ten Board Meetings and four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Date of Board Meetings are 20.05.2020, 30.06.2020, 14.08.2020, 01.09.2020, 13.11.2020, 01.12.2020, 31.12.2020, 25.01.2021, 13.02.2021 and 01.03.2021 and Date of Audit Committee Meetings are 30.06.2020, 14.08.2020, 13.11.2020 and 13.02.2021

RELATED PARTY TRANSACTIONS

During the period under review, there were no transactions with related parties.

CORPORATE SOCIAL RESPONSIBILITY:

The provision of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility shall not be applicable to companies having net worth not exceeding Rs. 500 Cr or turnover not exceeding Rs. 1,000 Cr or net profit not exceeding Rs. 5 Cr or more during any financial year, as on the last date of previous financial year. In this connection, we wish to inform you that in respect of our company as on the last audited balance sheet as at March 31, 2021 neither the net worth exceeds Rs. 500 Cr nor turnover exceeds Rs. 1,000 Cr nor net profit exceeding Rs. 5 Cr. Hence, the provisions of Companies Act, 2013 regarding Corporate Social Responsibility would not be applicable.

EXTRACT OF ANNUAL RETURN

Pursuant to, Section 92(3) of the Companies Act 2013, and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the annual return in prescribed **Form MGT-9** is appended as **ANNEXURE-I** to the board report and copy of annual return will be placed on Company's website www.sudev.co.in.

DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint venture or, associate Company hence no need to state anything about the same.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Companies Act 2013 Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/ she meet with the criteria for 'Independent Director' as laid down in the Companies Act 2013 Act and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Companies Act 2013, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act 2013.

AUDITORS & AUDITORS REPORT:

M/s AGAP & Co. (Firm Registration No.: 015555C) Chartered Accountants, the Statutory Auditors of the Company who was appointed on Twenty Seventh (27th) Annual General Meeting shall hold the office till the conclusion of Thirty Two (32nd) Annual General Meeting, in place of the M/s Navish Nagpal & Co. the Retiring Auditor of the Company.

Pursuant to the amendment to Section 139 of the Companies Act, 2013 which was notified on May 7th, 2018, ratification of appointment of statutory auditors at every AGM is no longer required.

Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 6 of Companies (Cost Records and Audit) Rules, 2014 the Company is not required to appoint cost auditor for the Financial Year ended 2020-2021.

Cost Audit Report

Pursuant to Section 148(1) of Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014 Company is not required to prepare Cost Audit Report for the F.Y. 2020-2021.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **M/s. Ajai Kumar & Associates**, Company Secretaries, Delhi to undertake the Secretarial Audit of the Company for the year ended 31st March, 2021.

Secretarial Auditors' Report

The Secretarial Audit Report is annexed as **ANNEXURE-II**. The Secretarial Audit Report for the financial year ended on 31st March, 2021 does contain qualification, reservation, adverse remark or disclaimer.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

COMMITTEES OF THE BOARD

There are currently three committees of the Board, as following:

1. Audit Committee

In terms of Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, an audit committee has been constituted. Composition of the audit committee as follow:

S.No.	Name of the Director	Category
1.	Mr. Rajiv Agarwal	Whole -Time Director
2.	Mr. Ravi Sharma	Non-Executive Director
3.	Ms. Pooja Kataria	Non-Executive /Independent Director

2. Nomination and Remuneration Committee

S.No.	Name of the Director	Category
1.	Mr. Rajiv Agarwal	Whole -Time Director
2.	Mr. Ravi Sharma	Non-Executive Director
3.	Ms. Pooja Kataria	Non-Executive /Independent Director

3. Shareholders/ Investors Grievance Committee:

In terms of Regulation 20 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has constituted shareholders/ investor grievance committee keeping in view the total number of shareholders, number of shares transfer, and transmission of shares. This Committee addresses all issues and shareholders' complaints. Composition of the shareholders/investor grievance committee is as follows:

S.No.	Name of the Director	Category
1.	Mr. Rajiv Agarwal	Whole -Time Director
2.	Mr. Ravi Sharma	Non-Executive Director
3.	Ms. Pooja Kataria	Non-Executive /Independent Director

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The company has adopted a Whistle Blower policy to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or ethics policy.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and certain designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

The Company is suspended on BSE for trading.

There are no other significant material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations.

DISCLOSURES ON POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT:

The Company believes that it is the responsibility of the organization to provide an environment to its employee which is free of discrimination, intimidation and abuse and also to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment. Further there stood no cases filed during the year under review.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The Company's (Disclosure of Particulars in the Report of the Board of Directors') Rules, 1998, require the disclosure of particulars regarding Conservation of Energy in Form-A and Technology Absorption in Form-B prescribed by the Rules. During the year the company was not involved in any manufacturing activities, which require consumption of energy or technology absorption.

FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH AND DEVELOPMENT:

Technology Absorption:

The Company is in Trading of plastic products and therefore, specific technology absorption, adaptations and innovation will be taken care of/ implemented, wherever required.

Research & Development:

S. No.	Particulars	Status
1.	Specific areas in which Research and Development carried out by the Company.	NIL
2.	Benefit derived as a result of the above Research and Development.	NIL
3.	Future plan of action.	NIL
4.	Expenditure on Research and development.	NIL

FOREIGN EXCHANGE EARNINGS & OUTGO:

- (i) Total Foreign Exchange earned: NIL
(ii) Total Foreign Exchange outgo: NIL

RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided in the report of Management Discussion and Analysis.

FOREIGN EXCHANGE EARNING/OUTGO

During the year under review, the Company has not entered in to any transaction in foreign currency.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and other Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company did not have any fund lying unpaid or unclaimed for a period of last seven years. Therefore, no funds are required to be transferred to Investor Education and Protection Fund (IEPF).

MANAGEMENT DISCUSSION AND ANALYSIS

As required by Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Stock Exchange, the Management Discussion and Analysis Report is enclosed as a part of this report.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace Prevention, Prohibition and Redressal Act, 2013 and the Rules made there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

INDUSTRIAL RELATIONS

During the year under review, your Company had cordial and harmonious relations at all levels of the Organization.

ACKNOWLEDGEMENT

Your Directors thank the Company's bankers/ financial institutions, creditors, stock exchanges, RTA, the shareholders and all other stakeholders for the continued support and co-operation and assistance extended by them to the Company and look forward for their continued support.

On behalf of the Board
For **Sudev Industries Limited**

Place: Uttar Pradesh

Date: 01st September, 2021

Sd/-
Rajiv Agarwal
Whole -Time Director
DIN: 00929463

Sd/-
Pooja Kataria
Director
DIN: 08189945

SUDEV INDUSTRIES LIMITED

Registered Office: B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301

CIN No.: L25201UP1992PLC018150, Tel. No.: 9920370259

Website: www.sudev.co.in, E-mail: info@sudev.co.in

Annexure - I

Form No. MGT-9

{SUDEV INDUSTRIES LIMITED}

Extract of Annual Return as on the financial year ended on 31.03.2021

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L25201UP1992PLC018150
ii)	Registration Date	20/04/1992
iii)	Name of the Company	SUDEV INDUSTRIES LIMITED
iv)	Category/ Sub Category of the Company	Public Company
v)	Address of the Registered office and contact details	B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
vi)	Whether listed company	Listed
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any.	Beetal Financial & Computer Services P. Ltd Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi -110062.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Trading of plastic products	46693	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of shares Held	Applicable Section
N/A					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) *Category-wise Share Holding*

Capital Funds									
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	2,25,000	70,600	2,95,600	7.02%	2,25,000	70,600	2,95,600	7.02%	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	5,80,750	10,96,900	16,77,650	39.82 %	5,80,750	10,96,900	16,77,650	39.82 %	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,35,450	5,34,000	6,69,450	15.89 %	1,35,450	5,34,000	6,69,450	15.89 %	0
ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	0	2,62,500	2,62,500	6.23%	0	2,62,500	2,62,500	6.23%	0
c) Others specify	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	7,16,200	18,93,400	26,09,600	61.94 %	7,16,200	18,93,400	26,09,600	61.94 %	0
Total Public Shareholding(B)=(B)(1)+(B)(2)	9,41,200	19,64,900	29,05,200	68.95 %	9,41,200	19,64,000	29,05,200	68.95 %	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	9,41,200	32,72,100	42,13,300	100%	9,41,200	32,72,100	42,13,300	100%	0

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Anupama Agarwal	44,600	1.0585%	0	44,600	1.0585%	0	0
2.	Indu Bala Agarwal	12,500	0.2967%	0	12,500	0.2967%	0	0
3.	J.L Gupta	6,000	0.1424%	0	6,000	0.1424%	0	0
4.	Rajiv Agarwal	2,53,500	6.0167%	0	2,53,500	6.0167%	0	0
5.	Sudev Constructions (p) Ltd.	1,65,000	3.9162%	0	1,65,000	3.9162%		0
6.	Sudev Exports Ltd.	4,54,000	10.775%	0	4,54,000	10.775%	0	0
7.	Sudev Financial Consultants (P) Ltd.	3,72,500	8.841%	0	3,72,500	8.841%	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	13,08,100	31.05%	13,08,100	31.05%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	13,08,100	31.05%	13,08,100	31.05%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vinam Distributors Pvt. Ltd.	3,40,300	8.0768%	0	0
2.	Expert Credit & Holding Pvt. Ltd.	2,00,000	4.7469%	0	0
3.	Rajendra Mercantile Pvt. Ltd.	1,56,700	3.7192%	0	0
4.	Indian Bank	1,50,000	3.5602%	0	0
5.	Rohit Khullar	1,25,000	2.9668%	0	0
6.	Taurus Assets Management Company Limited	1,24,900	2.9644%	0	0
7.	Express Holdings Pvt. Ltd.	2,04,100	4.8442%	0	0
8.	Penta Trade Pvt. Ltd.	92,600	2.1978%	0	0
9.	Bank of India	75,000	1.7801%	0	0
10.	P K Sanghal	35,000	0.8307%	0	0

(v) Shareholding of Directors and Key Managerial Personnel

A. Mr. Rajiv Agarwal

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	2,53,500	6.0167%	2,53,500	6.0167%
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0	0	0
	At the End of the year	2,53,500	6.0167%	2,53,500	6.0167%

B. Mr. Ravi Sharma

Sl.No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.					
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in Shareholding during the year	0	0	0	0

	specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus /sweat equity etc):				
	At the End of the year	0	0	0	0

C. Mrs. Pooja Kataria

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.					
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus /sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

	Secured Loans excluding deposits (Rs.)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	35,50,000.00	0	35,50,000.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	35,50,000.00	0	35,50,000.00
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	35,50,000.00	0	35,50,000.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	35,50,000.00	0	35,50,000.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission		
	- as % of profit		
	- others, specify...		
5.	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors

Sl.no	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors	NOT APPLICABLE	
	<input type="checkbox"/> Fee for attending board /		
	<input type="checkbox"/> committee meetings		
	<input type="checkbox"/> Commission		
	Others, please specify		
	Total (1)		
2.	Other Non-Executive Directors	NIL	
	<input type="checkbox"/> Fee for attending board /		
	<input type="checkbox"/> committee meetings		
	<input type="checkbox"/> Commission		
	<input type="checkbox"/> Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	NIL			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission				
	- as % of profit				
	- others, specify...				
5.	Others, please specify				
	Total				

For SUDEV INDUSTRIES LIMITED

Sd/-

Rajiv Agarwal
Whole -Time Director
DIN: 00929463

Sd/-

Pooja Kataria
Director
DIN: 08189945

Place: Uttar Pradesh
 Date: 01st September, 2021

MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR THE YEAR ENDED 31ST MARCH 2021

Industry Structure and Development:

Trading of Plastic Product Business

The Plastic Industry in India is flourishing but presently it is facing problems of increased inventory stock, significantly reduced number of transactions by the Customer & increased Cost of Land & Construction. The Company is in continuous process of making a vivacious presence for itself in Plastic Industry.

Opportunities and Threats:

Since the beginning of economic reforms and pragmatic and visionary policies adopted by the Government, the Indian economy has been witnessing strong economic growth along with demographic impetus of a growing population in the working-age category. The Company is all set to avail such opportunities and take a giant leap in the path of progress.

Apart from normal business risks, your company will be facing stiff competition from existing as well as other new entrants in the same line of business. However pragmatic and prudent policies and induction of young and dynamic visionaries with expertise coupled with infusion of high-tech approach, your company will be progressing by leaps and bounds.

Segment wise Performance:

The Company has single segment business.

Risks, Concerns and Out-Look:

In the course of its business, your company is exposed to a wide variety of risks like non availability of, or exorbitant increase in the cost of plastic, rubber, moulded, labour force, short terms and long term funds etc being inherent to industry.

Trading of Plastic business in India being highly regulated by Governments at various level, several regulatory approvals, permits, licenses etc. are required to be obtained from the Government/ Authorities from time to time for projects. Any delay in obtaining such approvals can affect the timely execution of projects.

Despite a number of risks, your company will be facing them with full zeal and gist and will be able to overcome and withstand the risks enumerated envisaging future outlook.

Internal Control System and their Adequacy:

The Company has in place adequate internal control system covering all its operations in order to provide reasonable assurance with regard to information and maintenance of proper accounting records, the economy and efficiency of operations, safeguarding of assets against unauthorized use or losses, and the reliability of financial and operational information.

The Internal Control mechanism comprises a well-defined organization structure, pre-determined authority levels and clearly defined policy guidelines for appropriate delegation of authority.

Financial Performance with respect to Operational Performance:

The Financial performance of the Company has been given separately in the Directors' Report.

Material Developments in Human Resources / Industrial Relations:

The Company firmly believes that "People" and "People driven Strategies" are the pivotal force behind success of its growth. The HR philosophy is communicated to the employees through various group interactions with the Top Management. In order to ensure that its HR philosophy is translated

into demonstrated action, the Company has sound, pro-active and progressive HR strategy and practices.

Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

For and on behalf of the Board

**Place: Uttar Pradesh
Date: 1st September, 2021**

**Sd/-
(Rajiv Agarwal)
Whole -Time Director
(DIN: 00929463)**

**Sd/-
(Pooja Kataria)
Director
(DIN: 08189945)**



AJAI KUMAR & ASSOCIATES
Company Secretaries
123A, A-5, Paschim Vihar, Delhi -110063.
PH. No -011- 49854846, Email Id - ajaics14@gmail.com

MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Sudev Industries Limited
B1/26, Sector-18, Noida,
Gautam Buddha Nagar, U.P.- 201301

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sudev Industries Limited (CIN: L25201UP1992PLC018150)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Sudev Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion the Company has during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Sudev Industries Limited for the financial year ended on 31st March, 2021 according to the provisions of (to the extent applicable):

- (i) The Companies Act, 2013(the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under -
Not applicable to the Company during the Audit Period.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under-
Not complied during the audit period.



- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **Not applicable to the Company during the Audit Period.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not applicable to the Company during the Audit Period.**
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015- **Not applicable to the Company during the Audit Period.**
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- **Not applicable to the Company during the Audit Period.**
 - The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014. - **Not applicable to the Company during the Audit Period.**
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - **Not applicable to the Company during the Audit Period.**
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not complied during the Audit Period.**
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.- **Not applicable to the Company during the Audit Period.**
 - The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018. - **Not applicable to the Company during the Audit Period.**
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **Not complied during the Audit Period.**

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **subject to the following observation:**

- The Company is in the violation of SEBI (LODR) 2015.
- The Company has not paid the Annual Listing fees and is in violation of stock exchange regulation and listing agreement and the company has suspended by the stock exchange.



- The Company has not filled e-Forms-MGT-14 (Approval of Financial Statement and Board Reports), e-Forms-MGT-15 (for filing Report on Annual General Meeting) during the year with the office of Registrar of Companies.

I further report that compliance of applicable financial laws including Direct and Indirect Tax Laws by the Company has not been review in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I Further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines subject to the following observation:

- The Company has not appointed Internal Auditor during the year.
- The Annual Report for the financial year 2019-2020 is not duly signed, because it has not signed by the Whole Time Company Secretary and CFO of the Company. The Company had no Whole Time Company Secretary during the Audit Period.
- The Company has not complied the provisions of the Act in relation to complete the process of Annual General Meeting during the year.



Ajai Kumar
Ajai Kumar
(Practising Company Secretary)
M. No.: 21637
CP No. 8140

Date: 01.09.2021
Place: New Delhi
UDIN: A021637C000871057

This report is to be read with my letter of even date which is annexed as **Annexure 1** and forms an integral part of this report.

'ANNEXURE 1' TO THE SECRETARIAL AUDIT REPORT

To

The Members

Sudev Industries Limited

B1/26, Sector-18, Noida,

Gautam Buddha Nagar, U.P.- 201301

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record and devise proper systems to ensure compliance with the provisions of all applicable laws and regulations is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records, standards and procedure followed by the Company with respect to secretarial compliances.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

Disclaimer:

The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



Ajai Kumar

Ajai Kumar
(Practising Company Secretary)

M. No.: 21637

CP No. 8140

Date: 01.09.2021

Place: New Delhi

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SUDEV INDUSTRIES LTD.

Report on the IndAS Financial Statements

We have audited the accompanying Ind AS financial statements of Sudev Industries Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the IndAS Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Ind-AS financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IndAS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its Loss, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. there are no pending litigations which would have any significant impact on the financial position in the aforesaid Financial Statements of the Company;

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended March 31, 2021;
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2021.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

for **AGAP & Co.**
CHARTERED ACCOUNTANTS
FRN : 015555C

Place : **NEW DELHI**
Date : **30/06/2021**

Sd/-
Sunny Goel
(PARTNER)
M.NO.555284
UDIN:- 21555284AAAABD6558

ANNEXURE A

REFERRED TO IN UNDER THE HEADING “REPORTS ON OTHER LEGAL AND REGULATORY REQUIREMENTS “

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s Sudev Industries Limited (“the Company”) as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (“the Act”).

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘the Guidance Note’) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **AGAP & Co.**
CHARTERED ACCOUNTANTS
FRN : 015555C

Place : **NEW DELHI**

Date : **30/06/2021**

Sd/-
Sunny Goel
(PARTNER)
M.NO.555284
UDIN:- 21555284AAAABD6558

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

1. The Company does not have fixed assets.
2. The Company does not have inventory.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. As informed to us, the company has not given any loan, made investments, given guarantees and securities to any person or party covered under Section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanations given to us, the Company has not accepted any deposit and hence reporting under paragraph 3(v) of the Order is not applicable.
6. Requirement of maintenance of cost records under section 148 (I) of the companies Act.2013 in not applicable in case of the company.
7. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has been regular in depositing undisputed statutory dues, including provident fund, employees’ state insurance, income-tax, sales tax, service tax, customs duty, excise duty, value added tax, goods and service tax, cess and other material statutory dues applicable to it with the appropriate authorities and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at March 31, 2021.
 - b) According to the information and explanations given to us there are no dues of income Tax sale Tax service Tax custom duty Cess and excise duty which have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institution, banks and government and dues to debenture holders.
9. The Company has not raised any money by way of initial public offer / further public offer (including debt instruments) during the current year.
10. According to the information and explanations given to us and to the best of our knowledge, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11. According to the Information and explanation gives to us and based on our examination of the records of the company, no managerial remuneration has been paid or provided during the year. Accordingly paragraph 3(xi) of the Order is not applicable to the company.
12. The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.
13. In our opinion and according to the information and explanation and records made available by the company, the Company has complied with the provision of Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanation given to us, company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us, and based on the examination of the records of the company, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.
17. Net worth of the Company is negative as on 31st March, 2021.

for **AGAP & Co.**
CHARTERED ACCOUNTANTS
FRN : 015555C

Place : **NEW DELHI**
Date : **30/06/2021**

Sd/-
Sunny Goel
(PARTNER)
M.NO.555284
UDIN:- 21555284AAAABD6558

SUDEV INDUSTRIES LIMITED

BALANCE SHEET AS AT 31st March 2021

Particulars	Note No.	As At 31/03/2021	As At 31/03/2020
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment		NIL	NIL
(b) Capital Work in Progress		NIL	NIL
(c) Financial Assets			
(i) Trade Receivables		NIL	NIL
(ii) Loans	2	3,113,219.00	3,113,219.00
(iii) Other Financial Assets		NIL	NIL
(d) Advance Income Tax Assets (Net)		NIL	NIL
(e) Deferred Tax Assets (Net)		NIL	NIL
(f) Other Non-current Assets		NIL	NIL
		3,113,219.00	3,113,219.00
Current assets			
(a) Inventories		NIL	NIL
(b) Financial Assets			
(i) Trade Receivables	3	375,000.00	375,000.00
(ii) Cash and cash equivalents	4	11,143.34	13,000.00
(iii) Loans		NIL	NIL
(iv) Other Financial Assets		NIL	NIL
(c) Advance Income Tax Assets (Net)		NIL	NIL
(d) Other Current Assets	5	774,091.00	774,091.00
		1,160,234.34	1,162,091.00
Total		4,273,453.34	4,275,310.00
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	6	35,007,375.00	35,007,375.00
Other Equity	7	-36,693,742.66	-36,465,065.00
		-1,686,367.66	-1,457,690.00
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings		NIL	NIL
(ii) Other Financial Liabilities		NIL	NIL
(b) Provisions		NIL	NIL
Total A		0.00	0.00
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	8	3,550,000.00	3,550,000.00
(ii) Trade Payables	9	0.00	0.00
(iii) Other Financial Liabilities		NIL	NIL
(b) Other Current Liabilities	10	2,409,821.00	2,183,000.00
(c) Provisions		0.00	0.00
Total B		5,959,821.00	5,733,000.00
Total Liabilities (A+B)		5,959,821.00	5,733,000.00
Total Equity and Liabilities		4,273,453.34	4,275,310.00

In terms of our attached report of even date

For AGAP & Co.

Chartered Accountants

FRN : 015555C

Sd/-

Sunny Goel

(PARTNER)

M. NO. : 555284

UDIN:- 21555284AAAABD6558

Date: 30/06/2021

For SUDEV INDUSTRIES
LIMITED

Sd/-

Rajiv Agarwal

(Director)

DIN: 00919463

Sd/-

Pooja Kataria

(Director)

DIN: 08189945

SUDEV INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED March 31, 2021

Amount Rs.

Particulars	Note No.	As At 31/03/2021	As At 31/03/2020
I Revenue from Operations	11	0.00	0.00
II Other Income		-	-
III Total Income (I+II)		0.00	0.00
IV EXPENSES			
Cost of material consumed		-	-
Purchase of Stock in Trade		0.00	0.00
Changes in inventory of finished goods & Work-in-Progress		-	-
Employee Benefits Expenses	12	138,000.00	168,000.00
Finance Cost		-	-
Depreciation and Amortization Expenses		-	-
Other Expenses	13	90,677.66	142,000.00
Total Expenses (IV)		228,677.66	310,000.00
V Profit before Exceptional items and Tax (III-IV)		-228,677.66	-310,000.00
VI Exceptional Items			
VII Profit Before Tax (V-VI)		-228,677.66	-310,000.00
VIII Tax Expense:			
(a) Current Tax			
(b) Minimum alternate tax credit entitlement			
(c) Deferred Tax			
IX Profit for the Year (VII-VIII)		-228,677.66	-310,000.00
X Earning per Equity Share :			
Basic (in Rs.)		-0.05	-0.07
Diluted(in Rs.)		-0.05	-0.07

Significant Accounting Policies and Notes on Accounts 1

In terms of our attached report of even date

For AGAP & Co.

Chartered Accountants

FRN : 015555C

Sd/-

Sunny Goel

(PARTNER)

M. NO. : 555284

UDIN:- 21555284AAAABD6558

Date: 30/06/2021

Sd/-

Vishnu Sharma
(Chief Financial Officer)

PAN: ENWPS7286D

Sd/-

Rajiv Agarwal
(Director)

DIN: 00919463

Sd/-

Pooja Kataria
(Director)

DIN: 08189945

For SUDEV INDUSTRIES LIMITED

SUDEV INDUSTRIES LIMITED

CASH FLOW STATEMENT AS AT MARCH 31, 2021

Amount Rs.

Particulars	As At 31/03/2021	As At 31/03/2020
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax	(228,677.66)	(310,000.00)
Profit on Sale Of Land	-	-
Loss on Building	-	-
Loss on Sale of Plant	-	-
Bad debts written off	-	-
Operating Profit/ (Loss) before working capital changes	(228,677.66)	(310,000.00)
Adjustment for		
Inventories		
Increase in Current Assets	-	-
Increase in current Liabilities	226,821.00	244,000.00
Cash generated from operations	(226,821.00)	(244,000.00)
Net Cash from operating activities	(1,856.66)	(66,000.00)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets/ Capital Expenditure	-	-
Sale of Fixed Assets	-	-
Net Cash used in Investing Activities	-	-
CASH FLOW FROM FINANCING ACTIVITIES		
repayment of Loans	-	-
Increase in short term borrowings	-	-
Net Cash used in/ from Financing Activities	-	-
Total	(1,856.66)	(66,000.00)
Net increase/decrease in cash and cash equivalent		
Opening balance of cash and cash equivalent	13,000.00	79,000.00
Closing balance of cash and cash equivalent	11,143.34	13,000.00

In terms of our attached report of even date

For AGAP & Co.

Chartered Accountants

FRN : 015555C

Sd/-

Sunny Goel

(PARTNER)

M. NO. : 555284

UDIN:- 21555284AAAABD6558

Date: 30/06/2021

Sd/-

Vishnu Sharma

(Chief Financial Officer)

PAN: ENWPS7286D

For SUDEV INDUSTRIES LIMITED

Sd/-

Rajiv Agarwal

(Director)

DIN: 00919463

Sd/ -

Pooja Kataria

(Director)

DIN: 08189945

SUDEV INDUSTRIES LIMITED

Notes forming part of the financial statements

NOTE 2

Financial Assets - Loans

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
Loans & Advances to Others Unsecured, LOANS & ADVANCES	3,113,219.00	3,113,219.00
Total	3,113,219.00	3,113,219.00

NOTE 3

Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
Trade Receivables Secured, Considered Good Within Six Months TRADE RECEIVABLES	375,000.00	375,000.00
Total	375,000.00	375,000.00

NOTE 4

Cash and cash equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
CENTRAL BANK	1,446.34	3,303.00
Cash in Hand	9,697.00	9,697.00
Total	11,143.34	13,000.00

NOTE 5

Other Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
INCOME TAX	661,091.00	661,091.00
OTHERS	113,000.00	113,000.00
Total	774,091.00	774,091.00

SUDEV INDUSTRIES LIMITED

Notes to the Financial Statements

Note no. 6 Share Capital

Particulars	As At 31/03/2021		As At 31/03/2020	
	No.of Shares	Amount (Rs.)	No.of Shares	Amount (Rs.)
Authorised Share Capital: 50,00,000 Equity Shares of Rs. 10/- each	5,000,000.00	50,000,000.00	5,000,000.00	50,000,000.00
Issued, Subscribed & Paid-up Share Capital: 42,13,300 Equity Shares of Rs. 10/- each	4,213,300.00	42,133,000.00	4,213,300.00	42,133,000.00
Less:- Calls in Arrear by others		7,125,625.00		7,125,625.00
		35,007,375.00		35,007,375.00
Shareholders holding exceeding 5% shares:-				
Names	No.of Shares	Percentage %	No.of Shares	Percentage %
Rajiv Agarwal	253,500.00	6.02	253,500.00	6.02
Sudev Exports Limited	454,000.00	10.78	454,000.00	10.78
Sudev Financial Consultants Limited	372,500.00	8.84	372,500.00	8.84
Vinam Distributors Private Limited	340,300.00	8.08	340,300.00	8.08

SUDEV INDUSTRIES LIMITED

Notes forming part of the financial statements

NOTE 7

Other Equity

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
Profit and Loss Opening	(36,465,065.00)	(36,155,065.00)
Amount Transferred From Statement of P&L	(228,677.66)	(310,000.00)
Closing Balance	(36,693,742.66)	(36,465,065.00)
Total	(36,693,742.66)	(36,465,065.00)

NOTE 8

Current Liabilities - Financial Liabilities - Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
Loans repayable on demand		
Others		
Unsecured		
Short term Loan	3,550,000.00	3,550,000.00
Total	3,550,000.00	3,550,000.00

NOTE 9

Current Liabilities - Financial Liabilities - Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
CREDITORS	-	-
Total	-	-

NOTE 10

Other Current Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
Current maturities of long-term debt		
Other payables		
Other Current Liabilities		
Salary Payable	28,000.00	28,000.00
AUDIT FEES PAYABLE	153,408.00	143,408.00
DUE TO DIRECTORS	1,152,887.00	936,066.00
OTHER PAYABLE	1,075,526.00	1,075,526.00
Total	2,409,821.00	2,183,000.00

SUDEV INDUSTRIES LIMITED

Notes forming part of the financial statements

NOTE 11

Revenue from operation

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
Sales	-	-
Other INCOME		-
Total	-	-

NOTE 12

Employee Benefit Expenses

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
Salary, Wages & Bonus SALARY	138,000.00	168,000.00
Total	138,000.00	168,000.00

NOTE 13

Other expenses

Particulars	As at March 31, 2021	As at March 31, 2020
	Amount (Rs.)	Amount (Rs.)
Administrative and General Expenses		
Advertisement Expenses		
Telephone Postage		
Telephone Expenses	1,850.00	2,044.00
Printing Stationery		
PRINTING	8,961.00	7,285.00
STATIONARY	4,380.00	5,344.00
Auditors Remuneration		
Audit Fees	10,000.00	10,000.00
Travelling Conveyance		
CONVEYANCE EXPENSE	3,274.00	8,945.00
Custodial Fees		

CUSTODIAL FEES/RTA fees	41,000.00	43,000.00
Registration and Filing Fees		
Listing FEES	-	-
Legal And Professional Charges	-	20,000.00
Other Administrative and General Expenses		
OFFICE EXPENSE	19,356.00	17,382.00
Selling Distribution Expenses		
Advertising Promotional Expenses		
ADVERTISEMENT EXP	-	28,000.00
Other Expenses		
BANK CHARGE	1,856.66	-
Total	90,677.66	142,000.00

SUDEV INDUSTRIES LIMITED.

--1--

1. SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

a) **Basis of preparation of Financial Statements**

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under The Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) **Fixed Assets**

The Company does not have any fixed assets.

c) **Investments**

The company does not have any current & non-current Investment.

d) **Cash & Cash Equivalents**

Cash and cash equivalents comprise cash, cash on current accounts and cash on deposits accounts with original maturity of less than 12 months with banks & corporations and cheques in hand.

e) **Revenue Recognition**

Revenue Items/ Income are recognized in the books on accrual basis.

f) **Retirement Benefits**

No provision for retirement benefits has been made,

g) **Earning per Share**

In determining earning per share, the company considers the net profit after tax and includes the post tax effects of any extra ordinary items. The number of shares used in computing basic & diluted EPS is weighted average number of shares outstanding during the period.

h) **Taxation**

Provision for current tax is made in accordance with the provision of Income Tax Act, 1961.

i) **Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are disclosed in the Notes to Accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

SUDEV INDUSTRIES LIMITED

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Continued to Note No.1A

NOTES TO ACCOUNTS:

- a) Contingent Liabilities : NIL (Previous Year: Nil)
- b) Capital Commitments : NIL (Previous Year: Nil)
- c) The previous year figures have been reclassified/ regrouped wherever considered necessary to make them comparable with the current year.
- d) Provision for current tax is made in accordance with provision of Income Tax Act, 1961.
- e) In the opinion of the Management of the Company, the Current Assets and Loans and Advances are of the value as stated in financial statement in the ordinary course of business. The provision of all known liabilities has been made.
- f) The Company has not received any information from suppliers or service providers, whether they are covered under the “Micro, Small and Medium Enterprises (Development) Act, 2006”. Therefore, it is not possible to give the information required under the Act.

g) **Related party Disclosures:**

Related party disclosures as required by Ind AS-24”Related party disclosures” are given below:

a. **Key Management Personnel**

Mr. Rajiv Agarwal	>	Director
Mrs. Pooja Kataria	>	Director
Mr. Ravi Sharma	>	Director

Transaction with the related parties

Name of the Related Party	Nature of Transaction	Current Year 2020-21	Previous Year 2019-20
NIL	NIL	NIL	NIL

i) **Earning per Share (EPS)**

In terms of Accounting Standard 20, the calculation of EPS is given below:

Particulars	Current Year 2020-21	Previous Year 2019-20
Profit/(Loss) after tax as per statement of profit & loss	(2,28,677.66)	(3,10,000.00)
Weighted average No. of Equity Shares	4213300	4213300
Nominal Value of Shares (Rs.)	10/-	10/-
Basic & diluted Earning per share (Rs.)	(0.05)	(0.07)

SUDEV INDUSTRIES LIMITED

--3--

Earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholder by weighted number of shares outstanding during the year.

j) Additional information:	<u>2020-21</u>	<u>2019-20</u>
a) Audit Fees	10000.00	10000.00
b) Expenditure in foreign currency:	Nil	Nil
c) Earning in Foreign Exchange	Nil	Nil

The accompanying notes are an integral part of the financial statements

As per our report of even date attached
for **AGAP & Co.**
Chartered Accountants
FRN: 015555C

For & On behalf of the Board
SUDEV INDUSTRIES LIMITED

Sd/-
Sunny Goel
Partner
M. No. 555284
UDIN:- 21555284AAAABD6558

Sd/-
Rajiv Agarwal
Director
DIN: 00929463

Sd/-
Pooja Kataria
Director
DIN: 08189945

Place : New Delhi
Date : 30/06/2021

Sd/-
Vishnu Sharma
Chief Financial Officer
PAN: ENWPS7286D

Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of The Companies (Share Capital and Debentures) Rules, 2014]

To,
Sudev Industries Limited
B1/26, Sector-18, Noida,
Gautam Buddha Nagar,
Uttar Pradesh - 201301

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of Securities	Folio No.	No of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S -

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No. :
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR -

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY -

- (a) Name:
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) Email Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature

Form No. MGT-11

Sudev Industries Limited Registered Office: B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301 CIN: L25201UP1992PLC018150

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/ us and on my/our behalf at the _____Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the ___ day of ___ at ___ a.m. / p.m. at _____(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution(S)	Vote	
		For	Against
1.	To adopt the Audited Financial Statements of the Company for the financial year ended on March 31 st , 2021, together with the Boards' Report, the Report of Auditors' thereon.		
2.	To Re-Appoint Mr. Rajiv Agarwal (DIN: 00929463) as a Director		

* Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps

Signed this ___ day of ___ 20__

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
Across Revenue Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

The proxy need not be a member of the company

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules 2014]

Name of the Company: Sudev Industries Limited Registered Office: B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301 CIN: L25201UP1992PLC018150

BALLOT PAPER

S. No.	Particulars	Details		
1.	Name of the First Named Shareholder(In Block Letters)			
2.	Postal Address			
3.	Registered Folio No. & Client ID No. (* Applicable to Investors holding Shares in dematerialized form)			
4.	Class of Shares			
I hereby exercise my vote in respect of Ordinary Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner				
No.	Item No.	No. of Shares held By me	I assent to the resolution	I dissent from the resolution
1.	To adopt the Audited Financial of the Company for the financial year ended on March 31 st , 2021, together with the Boards' Report, the R0eport of Auditors' thereon.			
2.	To Re-Appoint Mr. Rajiv Agarwal (DIN: 00929463) as a Director.			
Place: Date: (Signature of the Shareholder)				

SUDEV INDUSTRIES LIMITED

Registered Office: B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301

CIN No.: L25201UP1992PLC018150, Tel. No.: 9920370259

Website: www.sudev.co.in, E-mail: info@sudev.co.in

Attendance Slip

Name	
Registered Address	
Folio/DP- ID-Client ID No.	
No. of Shares held:	

Dear Member,

Sub: Instructions for E-voting

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means on all resolutions set forth in the Notice convening the 28th Annual General Meeting to be held on 30th September 2021, at 10:00 A.M at the Registered Office of the Company situated at B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301 The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The e-voting facility is available at the link [https:// www.evotingindia.com](https://www.evotingindia.com)

The electronic voting particulars are set out below:

EVEN (e-voting event number)	User ID	Sequence No./ PAN

The e-voting period will commence on Monday, 27th September, 2021 (09:00 A.M.) and ends on Wednesday, 29th September, 2021 (05:00 P.M.). The members desiring to exercise e-voting option may refer to the detailed procedure on electronic voting provided in the Notice of AGM. These details an integral part of the Notice for the Annual General Meeting to be held on 30th September, 2021.

By Order of the board
For Sudev Industries Limited

Sd/-

Place: Uttar Pradesh
Date: 01st September, 2021

(Rajiv Agarwal)
Whole-time Director
DIN: 00929463