

# SUDEV INDUSTRIES LIMITED

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

CIN No.: L25201UP1992PLC018150, Tel. No.: 8447772518

Website: [www.sudev.co.in](http://www.sudev.co.in), E-mail: [info@sudev.co.in](mailto:info@sudev.co.in)

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Date: Wednesday, 6<sup>th</sup> September 2023.

To,  
The Manager,  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Floor 25, P.J. Towers, Dalal Street,  
Mumbai-400001

Scrip Code: 526530

**Sub: Annual Report (Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

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Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company including the Business Responsibility and Sustainability Report and the Notice of 30<sup>th</sup> AGM for the Financial Year 2022-23.

Further, the 30<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Thursday, 28<sup>th</sup> September 2023 at 04:00 p.m. through electronic means / video conferencing (VC).

The Annual Report and the Notice of 30<sup>th</sup> Annual General Meeting is also uploaded on the Company's website i.e. [www.sudev.co.in](http://www.sudev.co.in). You are requested to please take the same on your records.

Thanking you,  
Yours faithfully,  
For Sudev Industries Limited

Rimika Talesara  
Mmembership No.:A43461  
Company Secretary & Compliance Officer

# **Sudev Industries Limited**

**Annual Report for the  
F.Y. 2022-23**

# SUDEV INDUSTRIES LIMITED

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

CIN No.: L25201UP1992PLC018150, Tel. No.: +91 84477 72518

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

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## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of **Sudev Industries Limited** will be held on Thursday, **28<sup>th</sup> September 2023 at 4:00 p.m.**, through electronic means / video conferencing (VC), to transact the following business:

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023, the reports of the Auditors and Board of Directors thereon.
2. Mr. Rajiv Agarwal (DIN: 00929463), who retires by rotation had expressed his inability to offer himself for re-appointment and hence it is imminent to resolve not fill the vacancy caused due to such retirement by rotation of Mr. Rajiv Agarwal.
3. **Appointment of Seshachalam & Co., (Firm Registration No. 003714S), as Statutory Auditors for a term of five (5) consecutive years and to fix their remuneration.**

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142, 177 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors, Seshachalam & Co., (Firm Registration No. 003714S), Chartered Accountant, be and is hereby appointed as the Statutory Auditor of the Company in the place of GVSD & Co., Chartered Accountants (Firm Registration No. 021101C), Chartered Accountants (the retiring Statutory Auditors) to hold office for a period of five (5) years from the conclusion of the 30<sup>th</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028.

**RESOLVED FURTHER THAT** pursuant to the recommendation of Audit Committee and Board, consent of Shareholders be and is hereby accorded for payment of Audit fees of ₹. 2,50,000.00 plus applicable taxes for Financial Year 2023-24 to Seshachalam & Co. and the Board of Directors be and is hereby authorized to fix and pay the statutory audit fee and other charges as may be deemed fit for the remaining tenure in consultation with the Audit committee.

### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798), as Non-Executive Director of the Company, liable to retire by rotation.**

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 178 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798), who was appointed as an Additional Director with effect from 7<sup>th</sup> August 2023, holding such office of the Company up to the date of Annual General Meeting, pursuant to the recommendations of Nomination and Remuneration Committee and Board of Director of the Company, consent of the shareholders of the Company, be and is hereby accorded for regularizing his appointment as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**5. Appointment of Ms. Deepali Anantha Rao (DIN: 07774254), as Non-Executive Director of the Company, liable to retire by rotation.**

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 178 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Deepali Anantha Rao (DIN: 07774254), who was appointed as an Additional Director with effect from 7<sup>th</sup> August 2023, holding such office of the Company up to the date of Annual General Meeting and pursuant to the recommendations of Nomination and Remuneration Committee and Board of Director of the Company, consent of the shareholders of the Company, be and is hereby accorded for regularizing her appointment as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. Appointment of Mr. Varanasi Guruvenkta Subbaraya Sharma (DIN: 06622222) as an Independent Director, not liable to retire by rotation.**

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 178 read with Schedule IV, Section 161 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws and pursuant to the provisions of the Articles of Association of the Company, Mr. Varanasi Guruvenkta Subbaraya Sharma (DIN: 06622222), who was appointed as an Additional Director of the company in the Board Meeting held on 5<sup>th</sup> August 2023, with effect from 7<sup>th</sup> August 2023 and who possesses relevant expertise and experience and has signified his consent to act as an Independent Director of the Company, and submitted a declaration that he meets the criteria for appointment as an Independent Director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of shareholders of the company, be and is hereby accorded to appoint Mr. Varanasi Guruvenkta Subbaraya Sharma (DIN: 06622222) as an Non-Executive Independent Director of the Company for a period of five consecutive years commencing from 7<sup>th</sup> August 2023 up to 6<sup>th</sup> August 2028, and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any director or the Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Board, to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

**7. Appointment of Mr. Srikant Sastri (DIN: 00036188) as an Independent Director, not liable to retire by rotation.**

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 178 read with Schedule IV, Section 161 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, each as amended (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws and pursuant to the provisions of the Articles of Association of the Company, Mr. Srikant Sastri (DIN: 00036188), who was appointed as an Additional Director of the company in the Board Meeting held on 5<sup>th</sup> August 2023, with effect from 7<sup>th</sup> August 2023 and who possesses relevant expertise and experience and has signified his consent to act as an Independent Director of the Company, and submitted a declaration that he meets the criteria for appointment as an Independent Director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of shareholders of the company, be and is hereby accorded to appoint Mr. Srikant Sastri (DIN: 00036188) as a Non-Executive Independent Director of the Company for a period of five consecutive years commencing from 7<sup>th</sup> August 2023 up to 6<sup>th</sup> August 2028, and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any director or the Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Board, to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

**8. Change in designation of Mr. Vurakaranam Ramakrishna (DIN: 00700881) from Non-Executive Director to Chairman & Managing Director of the Company for the period of five (5) years, not liable to retire by rotation in the promoter category.**

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 178, 203 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and pursuant to the recommendations of Nomination and Remuneration Committee and Board of directors of the Company, consent of the Shareholders, be and is hereby accorded for the appointment of Mr. Vurakaranam Ramakrishna as the Chairman & Managing Director of the Company, for a period of five (5) years with effect from 28<sup>th</sup> September 2023 up to 27<sup>th</sup> September 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**9. Shifting of Registered Office of the Company from the State of Uttar Pradesh to the State of Telangana and subsequent amendment in the Memorandum of Association of the Company.**

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including

any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the "B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301" to "5<sup>th</sup> Floor, Ashoka My Home Chambers, Sindhi Colony, SP Road, Begumpet, Secunderabad-500003, Telangana, India".

**RESOLVED FURTHER THAT** Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Telangana.

**RESOLVED FURTHER THAT** upon the confirmation from the Central Government and other regulatory approvals, the registered office of the Company be shifted from "B1/26, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301" to "5<sup>th</sup> Floor, Ashoka My Home Chambers, Sindhi Colony, SP Road, Begumpet, Secunderabad-500003, Telangana, India", under the jurisdiction of Registrar of Companies, Hyderabad.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any person(s) authorized and/or Committee which may be constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and are hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority as may be considered necessary while according approval and to appoint counsels/consultant and advisors, sign and execute such documents as may be required to file applications/petitions before regulators or issue notices, advertisements, obtain orders for shifting of the Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

**10. Change in objects clause and subsequent amendment in the Memorandum of Association of the Company.**

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof, the existing Main Objects of Clause III (A) of Memorandum of Association ("the MOA") of the Company be and is hereby replaced or substituted with the new main objects as mentioned below:

Clause III (A) of the MOA be altered by replacing or Substituting following Clause:

1. To carry on the business of consultants in all fields, including the business of legal, industrial, business management, manpower, HR, to recruit people for all types of posts in all types of industries or offices, acting as consultants in the areas of IT, financial services, cost accounting, recruitment, personnel management and to give advisory services on the financial systems, tax planning, and to make representations before any body, corporate, authority, corporations, firm, person or association of persons in any field in which help may be required, and to charge fees for such advice and hel; whether in India or abroad.
2. To carry on the business, whether in India or outside, of making investments in group/associates companies in the form of equity/preference shares, bonds, debentures, debt, loans or securities and providing guarantees, other forms of collateral, or taking on other contingent liabilities, on behalf of or for the benefit of, any group companies.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable as may be required in connection to aforesaid resolution and to sign as well as execute all necessary documents, applications and returns along with filing of necessary e-form(s) with the Registrar of Companies, and other regulatory authorities if any".

**11. Approval for acquisition of 99.93% stake of Sampada Business Solutions Limited (Formerly known as Sampada Business Solutions Private Limited) by way of Shares Swap.**

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any and subject to the shareholders’ approval of the Company, pursuant to the recommendation of Audit Committee and Board, consent of the Shareholders of the Company be and is hereby accorded to acquire 99.93% stake of Equity Shares in Sampada Business Solutions Limited (*formerly known as Sampada Business Solutions Limited*) (“Target Company” or “SBSL” for consideration other than cash, by swapping every hundred equity shares of the Face Value of ₹. 5.00 (Rupees Five only) each held in SBSL, by SBSL Shareholders and allotting to them 164 shares of the Face Value of ₹. 5.00 (Rupees Five only) each in lieu thereof in respect of all the Shareholders of SBSL and of all the shares held by each such shareholder of SBSL.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Audit Committee and Board, approval of the shareholders be and is hereby accorded to authorize Board to deal appropriately with fractional shares arising out of allotting shares to the targeted allottees of Sampada business Solutions Limited (*formerly known as Sampada Business Solutions Limited*) as per the swap ratio under this preferential issue and the same be settled in Cash.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

**12. Issue of equity shares on preferential basis, for consideration other than cash by Share swap.**

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 (1)(c), and other applicable provisions, if any, of the Companies Act, 2013 as amended (“the Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended from time to time, and Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of ₹ 10.00 each (“Equity Shares”) are listed, each of which shall be split as two (2) shares of Face Value of ₹. 5.00 each on the 1<sup>st</sup> October 2023, being the record date for this purpose, subject to the necessary approvals in this regard as may be required and subject to any other applicable provisions of the rules, regulations and guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), stock exchanges and /or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time, and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions or sanctions, and agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), and in terms of the agreements executed among the Company, Sampada business Solutions Limited (*Formerly known as Sampada Business Solutions Limited*) and Proposed Allottees as listed in the below table, pursuant to the recommendation of Audit Committee and the Board, the consent of the Shareholders be and hereby accorded to create offer, issue allot in one or more tranches a total paid up equity of ₹. 29,85,58,250.00 comprises of 5,97,17,650 equity shares, with a Face Value of ₹. 5.00 each as fully paid up, in lieu of 3,64,13,221 equity shares of Face Value of ₹. 5.00 each as fully paid up held by them in SBSL, as per valuations determined in terms of Chapter V of the SEBI ICDR Regulations, for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 99.93%

Equity Shares of Sampada business Solutions Limited (*Formerly known as Sampada Business Solutions Limited*) (“SBSL” or “Target Company”) through swapping of shares.

**Details of the proposed allottees:**

S.No.	Name of Proposed Allottee	No. of equity shares to be swapped in SBSL	No. of Equity shares to be issue of the company and allotted swapping	Current Status/Category	Proposed Statuses/Category
1	Vurakaranam Ramakrishna	2,17,80,977	3,57,20,802	Non-Promoter	Promoter
2	Jayalakshmi Vurakaranam	1,27,254	2,08,696	-	Promoter
3	Arvind Vurakaranam	14,285	23,427	-	Promoter
4	Anupama Vurakaranam	14,285	23,427	-	Promoter
5	Trigyn Technologies Limited	17,77,777	29,15,554	-	Non-Promoter
6	Sunita Suresh	7,29,520	11,96,412	-	Non-Promoter
7	P S Kumari	6,01,014	9,85,662	-	Non-Promoter
8	Satyanarayana Raju Alluri	5,00,000	8,20,000	-	Non-Promoter
9	Purandar Sudhindra Bhavani	4,76,150	7,80,886	-	Non-Promoter
10	Leposhe Trading Enterprises Llp	4,50,000	7,38,000	-	Non-Promoter
11	Gouri Srivastav	4,40,514	7,22,442	-	Non-Promoter
12	Renu Chamarty	4,11,696	6,75,181	-	Non-Promoter
13	Rama Mohana Rao Bandlamudi	4,11,376	6,74,656	-	Non-Promoter
14	Venkata Ramudu Jasthi	4,00,000	6,56,000	-	Non-Promoter
15	Sai Manas Rama Mohana Rao Bandlamudi	3,75,000	6,15,000	-	Non-Promoter
16	G B Satyanarayana	3,23,700	5,30,868	-	Non-Promoter
17	Chereddi Ramachandra Naidu	3,20,000	5,24,800	-	Non-Promoter
18	Sudha Bandlamudi	3,14,800	5,16,272	-	Non-Promoter
19	Deepali Anantha Rao	3,09,999	5,08,398	-	Non-Promoter
20	Jitendra Kumar Bhagat	3,04,879	5,00,001	-	Non-Promoter
21	Sasikala.C.V.S	2,10,000	3,44,400	-	Non-Promoter
22	Vippin Chandra	2,06,181	3,38,136	-	Non-Promoter
23	Radhakrishna Chamarty	1,94,999	3,19,798	-	Non-Promoter
24	Smitha Motaparti	1,75,714	2,88,170	-	Non-Promoter



25	Venkateswara Rao Veerapaneni	1,42,860	2,34,290	-	Non-Promoter
26	Mamatha Panathula	1,42,857	2,34,285	-	Non-Promoter
27	M Arun	1,12,000	1,83,680	-	Non-Promoter
28	Chandra Kanth Chereddi	1,10,000	1,80,400	-	Non-Promoter
29	Hari Chereddi	1,10,000	1,80,400	-	Non-Promoter
30	Venkata Ramana Ravada	1,08,000	1,77,120	-	Non-Promoter
31	Kapil Dikshit	93,999	1,54,158	-	Non-Promoter
32	Mona Bishnoi	90,000	1,47,600	-	Non-Promoter
33	Maddipati Suryaprabhakara Rao	83,334	1,36,667	-	Non-Promoter
34	M Sangeetha	75,000	1,23,000	-	Non-Promoter
35	Rohit Prasad Motaparti	74,285	1,21,827	-	Non-Promoter
36	Rama Mohan Ramineni	71,857	1,17,845	-	Non-Promoter
37	Jaya Sri Rayapati	71,857	1,17,845	-	Non-Promoter
38	Pooja Krishna Prasad Atluri	71,500	1,17,260	-	Non-Promoter
39	Yugandhar Dasari	71,429	1,17,143	-	Non-Promoter
40	Anumolu Sumathi Bharathi	71,428	1,17,141	-	Non-Promoter
41	Sunkara Yugandhararao	71,428	1,17,141	-	Non-Promoter
42	Venkatakrishtnaprasad Adusumilli	60,421	99,090	-	Non-Promoter
43	Kadiyala Santhi Sree	60,000	98,400	-	Non-Promoter
44	Apparao Ryali	59,999	98,398	-	Non-Promoter
45	Sushil Sanganeria	56,000	91,840	-	Non-Promoter
46	Vijay Agarwal	56,000	91,840	-	Non-Promoter
47	Koneru Kalyan Chakravarthy	56,000	91,840	-	Non-Promoter
48	Meena Nair	55,700	91,348	-	Non-Promoter
49	Pamidimukala Venkata Sambasiva Rao	55,556	91,111	-	Non-Promoter
50	Jasthi Madhavi	55,554	91,108	-	Non-Promoter
51	Kesharmal C Jain Huf	55,000	90,200	-	Non-Promoter
52	Feny Yogesh Bathia	55,000	90,200	-	Non-Promoter
53	Sripathy Venkatasiva Gopal	50,000	82,000	-	Non-Promoter

54	A Hanumanth Rao	50,000	82,000	-	Non-Promoter
55	Nikhari Ravinder	50,000	82,000	-	Non-Promoter
56	Ayyagari Venkata Ramani	50,000	82,000	-	Non-Promoter
57	Vaddadi Gowri	50,000	82,000	-	Non-Promoter
58	Arindam Ghosh	50,000	82,000	-	Non-Promoter
59	Krishna Sundarajoo	50,000	82,000	-	Non-Promoter
60	Miriyala Bangalore Archana	45,700	74,948	-	Non-Promoter
61	Sagar Sarda	44,445	72,889	-	Non-Promoter
62	Bhaskara Rao Slvv Dandamudi	43,939	72,059	-	Non-Promoter
63	Guru Moorthy Rama Moorthy	42,857	70,285	-	Non-Promoter
64	Bhimaraju Ravichandra Viswanath	39,199	64,286	-	Non-Promoter
65	Rama Devi Kodeti	38,000	62,320	-	Non-Promoter
66	Naga Sreenivasa Rao Chitluri	35,714	58,570	-	Non-Promoter
67	Kalyan Sunkara	35,714	58,570	-	Non-Promoter
68	Praveen Kumar Bala	35,714	58,570	-	Non-Promoter
69	Radha Sunkara	35,714	58,570	-	Non-Promoter
70	Rajit Seth	32,100	52,644	-	Non-Promoter
71	Jai Nagawat	30,000	49,200	-	Non-Promoter
72	Prabhakar Reddy Patil	30,000	49,200	-	Non-Promoter
73	D D Master Huf .	30,000	49,200	-	Non-Promoter
74	Vishnu Kumar Agarwal	30,000	49,200	-	Non-Promoter
75	Aarshi Vijayakumar	30,000	49,200	-	Non-Promoter
76	Ankush Agarwal Huf	30,000	49,200	-	Non-Promoter
77	Growthmode Consulting	30,000	49,200	-	Non-Promoter
78	Afghan Nasreen	30,000	49,200	-	Non-Promoter
79	Aparna Eswarreddy Sanapareddy	30,000	49,200	-	Non-Promoter
80	Tvisha Corporate Advisors Llp	30,000	49,200	-	Non-Promoter
81	Venkateswara Rao Ghattamaneni	30,000	49,200	-	Non-Promoter
82	Sajjanar Viswanath Anupa	30,000	49,200	-	Non-Promoter

83	Sailaja Vangeti	30,000	49,200	-	Non-Promoter
84	Manoj Kumar Kopparapu	30,000	49,200	-	Non-Promoter
85	Anitha Ramineni	28,571	46,856	-	Non-Promoter
86	Deepak Kumar Huf	28,000	45,920	-	Non-Promoter
87	Gunjan Amit Agarwal	28,000	45,920	-	Non-Promoter
88	Babulal Agarwal	28,000	45,920	-	Non-Promoter
89	Neetu Pugalia .	28,000	45,920	-	Non-Promoter
90	Basudev Banerjee .	28,000	45,920	-	Non-Promoter
91	Digesh Pradeep Mehta	28,000	45,920	-	Non-Promoter
92	Sandeep Madhavprasad Jajodia (Huf)	28,000	45,920	-	Non-Promoter
93	Bhavik Mehta	28,000	45,920	-	Non-Promoter
94	Srinivas Ponnamp	28,000	45,920	-	Non-Promoter
95	Madhava Rao Velaga	28,000	45,920	-	Non-Promoter
96	Kamalkumar Keshardev Agrawal	28,000	45,920	-	Non-Promoter
97	Pxc Pacific Global Pvt Ltd .	28,000	45,920	-	Non-Promoter
98	Anusha Shashidhara Shetty	28,000	45,920	-	Non-Promoter
99	Ramaiah Harshavardhana	28,000	45,920	-	Non-Promoter
100	Rajeev Natarajan	28,000	45,920	-	Non-Promoter
101	Sachin Vinod Rathi	28,000	45,920	-	Non-Promoter
102	Shibendra Das	28,000	45,920	-	Non-Promoter
103	Anita Vij	28,000	45,920	-	Non-Promoter
104	Shah Kamini Hemantkumar	28,000	45,920	-	Non-Promoter
105	S Vidhya	28,000	45,920	-	Non-Promoter
106	George Pappen Meladathu	28,000	45,920	-	Non-Promoter
107	Lingutla Venkata Ramana	28,000	45,920	-	Non-Promoter
108	Apurva Kanak Shah	28,000	45,920	-	Non-Promoter
109	Poonam R Gupta	28,000	45,920	-	Non-Promoter
110	Vaishali Kavan Gupta	28,000	45,920	-	Non-Promoter
111	B Sri Lakshmi	28,000	45,920	-	Non-Promoter
112	N Venkatesh Babu			-	Non-Promoter

		28,000	45,920		
113	Rishi Bharuka	28,000	45,920	-	Non-Promoter
114	Balaji C Iyer	28,000	45,920	-	Non-Promoter
115	Hanumantha Rao Patri	28,000	45,920	-	Non-Promoter
116	Ninad Chandramohan Birla	28,000	45,920	-	Non-Promoter
117	Nirupama A C	28,000	45,920	-	Non-Promoter
118	Gajanand Agarwal	27,800	45,592	-	Non-Promoter
119	Anirudh Singh Rautela	27,778	45,555	-	Non-Promoter
120	Ashok Chadha	27,777	45,554	-	Non-Promoter
121	Siddharth Agarwal	27,777	45,554	-	Non-Promoter
122	Gaurav Sud	27,777	45,554	-	Non-Promoter
123	Vinod Kumar Sharma	27,777	45,554	-	Non-Promoter
124	Devarsh Dilipkumar Vakil	27,777	45,554	-	Non-Promoter
125	Gorrepati Sri Rama Chandra Venkateswara Prasad	25,800	42,312	-	Non-Promoter
126	Ravada Azad Chandra Sekhar .	25,000	41,000	-	Non-Promoter
127	Surya Satyanarayana Raju Alluri	25,000	41,000	-	Non-Promoter
128	Surampudi Suryamohan	25,000	41,000	-	Non-Promoter
129	Aishwarya Turlapati	25,000	41,000	-	Non-Promoter
130	Gitali Turlapati	25,000	41,000	-	Non-Promoter
131	Ashish Shukla	25,000	41,000	-	Non-Promoter
132	Avenue Finworks Llp	25,000	41,000	-	Non-Promoter
133	Mani Kant	24,000	39,360	-	Non-Promoter
134	Trans Global Fin Services Private Limited	22,223	36,445	-	Non-Promoter
135	Sudha Kurra	22,223	36,445	-	Non-Promoter
136	Avijit Nanda	22,223	36,445	-	Non-Promoter
137	Lokesh Chandra Gorrepati	20,000	32,800	-	Non-Promoter
138	Suryakiran Suryakiran E V L	20,000	32,800	-	Non-Promoter
139	Leninitha Palani Vemavarapu	20,000	32,800	-	Non-Promoter
140	Sindhuja Giridharan	20,000	32,800	-	Non-Promoter

141	Ramkumar Seshu	20,000	32,800	-	Non-Promoter
142	Gul Shreeya Vegesna	20,000	32,800	-	Non-Promoter
143	Spoorthi Ramineni	19,000	31,160	-	Non-Promoter
144	G S V Ramanan	18,300	30,012	-	Non-Promoter
145	Usha Parakh	17,422	28,572	-	Non-Promoter
146	Blc & Associates Llp	17,000	27,880	-	Non-Promoter
147	Manju Parakh	16,551	27,143	-	Non-Promoter
148	Peri Madhavi Latha	16,050	26,322	-	Non-Promoter
149	Sriya Bolleni	15,357	25,185	-	Non-Promoter
150	Shanti Sree Bolleni	15,357	25,185	-	Non-Promoter
151	Palepu Sucharita Rao	15,244	25,000	-	Non-Promoter
152	R V L Rani	15,244	25,000	-	Non-Promoter
153	Mubeen Ahmed	15,244	25,000	-	Non-Promoter
154	Akhila Nandyala	15,000	24,600	-	Non-Promoter
155	P Kameswara Rao	15,000	24,600	-	Non-Promoter
156	P Sirisha	15,000	24,600	-	Non-Promoter
157	Igsc Ventures Now Private Limited	15,000	24,600	-	Non-Promoter
158	V V Venu Madhav	15,000	24,600	-	Non-Promoter
159	Srinivas Akhilesh Nandyala	15,000	24,600	-	Non-Promoter
160	Cheran Karuppiah	15,000	24,600	-	Non-Promoter
161	Sandhyarani Gannavarapu	14,285	23,427	-	Non-Promoter
162	Urvi Gosalia	14,000	22,960	-	Non-Promoter
163	Paras Jaswant Gosalia	14,000	22,960	-	Non-Promoter
164	Harsha Suresh Shah	14,000	22,960	-	Non-Promoter
165	Rupal Hardik Shah	14,000	22,960	-	Non-Promoter
166	Bhadresh Shashikant Doshi	14,000	22,960	-	Non-Promoter
167	Bijal Bhadresh Doshi	14,000	22,960	-	Non-Promoter
168	Pragna Jayeshkumar Sanghvi	11,500	18,860	-	Non-Promoter
169	Madhavi Kalpesh Sanghvi	11,500	18,860	-	Non-Promoter
170	Kalpesh Champaklal Sanghvi	11,500	18,860	-	Non-Promoter

171	Jayeshkumar C Sanghvi	11,500	18,860	-	Non-Promoter
172	Gautam Harihar Nayak	11,200	18,368	-	Non-Promoter
173	Naresh Kumar Dukkupati	22,223	36,445	-	Non-Promoter
174	Ramya Narayanasamy	11,112	18,223	-	Non-Promoter
175	Sireesha Vedantam	10,700	17,548	-	Non-Promoter
176	Pendala Maheshwari	10,000	16,400	-	Non-Promoter
177	Kedareswar Kolla .	10,000	16,400	-	Non-Promoter
178	K Raghavan	10,000	16,400	-	Non-Promoter
179	Roy Maller	10,000	16,400	-	Non-Promoter
180	Gavisiddappa Dani	10,000	16,400	-	Non-Promoter
181	Aruna Srinivas	10,000	16,400	-	Non-Promoter
182	Milind Yuvraj Chavan	10,000	16,400	-	Non-Promoter
183	Lavanya Parimi	9,999	16,398	-	Non-Promoter
184	Sangameswaruni Konappa Kuntumalla	9,000	14,760	-	Non-Promoter
185	Mamatha Pesarigayala	7,000	11,480	-	Non-Promoter
186	Sridhar Gutta	6,850	11,234	-	Non-Promoter
187	Mathew M. Jacob	5,100	8,364	-	Non-Promoter
188	Sheela Mathew	5,100	8,364	-	Non-Promoter
189	Sujith Philip Mathew	5,100	8,364	-	Non-Promoter
190	Anu Vijayan	5,000	8,200	-	Non-Promoter
191	V G Dhanasekaran	4,000	6,560	-	Non-Promoter
192	Vijay Kumar Tata	4,000	6,560	-	Non-Promoter
	<b>Total</b>	<b>3,64,13,221</b>	<b>5,97,17,650</b>	<b>-</b>	<b>-</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is 29<sup>th</sup> August 2023 (date) i.e. 30 days prior to the date of the Annual General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The fully paid-up Equity Shares, of Face Value of ₹. 5.00 each to be issued and allotted pursuant to the share split and the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.

- b) The Equity Shares allotted shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The Equity Shares so offered and issued to the Proposed Allottees are being issued for consideration other than cash by means of a Share Swap mechanism. The acquisition of 99.93% Equity Shares of Target Company from the Proposed Allottees for consideration other than cash, vide allotment of Company's Equity Shares to the proposed allottees, constitutes the consideration thereof; and
- f) The Equity Shares so offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects and the aggregate of shares so allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** consent of the Shareholders of the company be and is hereby accorded to authorize the Board to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the Equity Shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other period as may be applicable under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited, within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Audit Committee and Board, approval of the shareholders be and is hereby authorized to the Board to deal appropriately with fractional shares arising out of allotting shares to the targeted allottees of Sampada business Solutions Limited (*Formerly known as Sampada Business Solutions Limited*) as per the swap ratio under this preferential issue and the same be settled in Cash.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, 2018.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the

offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board  
Sudev Industries Limited**

**SD/-  
Rajiv Agarwal  
Whole-Time-Director  
DIN: 00929463**

**SD/-  
Vurakaranam Ramakrishna  
Non-Executive Director  
DIN: 00700881**

**Place: Noida  
Date:06/09/2023**



**N.O.T.E.S:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, is annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 23<sup>rd</sup> September 2023 to Thursday, 28<sup>th</sup> September 2023 both days inclusive, for annual closing and determining the entitlement of the Members to the Dividend for Year 2022-23.
3. Central Depository Services Limited, ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 30<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 30<sup>th</sup> AGM.
4. Brief Profile of Director pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:

Name of the Director	Mr. Varanasi Guruvenkta Subbaraya Sharma	Mr. Srikant Sastri	Mr. Rama Mohana Rao Bandlamudi	Ms. Deepali Anantha Rao	Mr. Vurakaranam Ramakrishna
Category	Independent Director	Independent Director	Non-Executive Director	Non-Executive Director	Managing Director
DIN	06622222	00036188	00285798	07774254	00700881
Nationality	Indian	Indian	Indian	Indian	Indian
Qualifications	B.Com (HONS), CWA	B. Tech, PGDM (MBA)	B.Com, MBA	B.A	B.Com, CA
Date of Birth (Age in Years)	24/02/1964 59 Years	03/08/1961 62 Years	29/06/1970 53 Years	07/11/1977 45 Years	23/12/1961 61 Years
Date of First Appointment to the Board	5/08/2023	5/08/2023	5/08/2023	5/08/2023	31/08/2022
Effective Date of Appointment on the Board	7/08/2023	7/08/2023	7/08/2023	7/08/2023	31/08/2022
Nature of Expertise and skill set in specific functional areas	Mr. Sharma's areas of specialization / expertise include finance and accounting, Sarbanes & Oxley, IFC / ICOFR (internal financial controls / internal controls over financial reporting), enterprise risk management, fraud management, corporate governance, business & financial process design & controls,	Mr. Srikant Sastry brings on table his expertise as a Mentor with advisory expertise to companies, government, startups & universities; an expert M&A strategy advisor, Having Played active roles at fast-growing companies and as Chairman, IIM Calcutta Innovation Park. His innovative skills advising new-age technologies - MedTech, digital. AI, IoT and used radical product development, manufacturing & G'IM models. Business models for engaging millennial	Mr Rammohan Rao is an expert in the areas of Re-insurance related matters with his strong global connections and exposure to DIFF verticals in PRMA Credit & Liability areas, Property & Casualty verticals of Insurance Business.	Expertise in structuring insurance and Re-insurance programs for clients across varied classes of business.	Mr Vurakaranam Ramakrishna, a Chartered Accountant by qualification immense expertise across various classes of Insurance such as Health Insurance, Engineering Insurance, Liability Insurance and Reinsurance. His negotiation skills are tremendous value adds and his oratory skills are praised across various knowledge fora.

	<p>process automation, designing and developing governance and compliance related framework etc. He has designed &amp; implemented these at various organizations during his tenure. He also has good knowledge and understanding of IT and their associated risks. Mr. Sharma also has excellent understanding of the Board / Audit Committee functioning having worked very closely with them as part of senior leadership team for more than 2.5 decades.</p>	<p>customers have been well acknowledged and are expected to be of immense value in shaping up the Company's growth ambitions.</p>			
Remuneration	The Director is entitled to receive sitting fees and commission as paid to other Independent Directors of the Company	The Director is entitled to receive sitting fees and commission as paid to other Independent Directors of the Company	The Director is entitled to receive, sitting fees and commission as paid to other Directors of the Company	The Director is entitled to receive, sitting fees and commission as paid to other Directors of the Company	The Director is entitled to receive remuneration, sitting fees and commission as paid to other Directors of the Company
Terms and conditions of appointment	Appointed as an Independent Director for a term of 5 years, not liable to retire by rotation.	Appointed as an Independent Director for a term of 5 years, not liable to retire by rotation.	Appointed as a Non-Executive Director, liable to retire by rotation.	Appointed as a Non-Executive Director, liable to retire by rotation.	Appointed as a Managing Director for a term of 5 years, not liable to retire by rotation.
Shareholding (as on the date of this	Nil	Nil	Nil	Nil	14,25,125

Notice) in the Company either directly or in form of beneficial interest for any other person.					
Relationship with other Directors / Manager / Key Managerial Personnel	None	None	None	None	None
No. of Meetings of the Board attended during the year 2022-23	NA	NA	NA	NA	5/8
Directorships held in other Companies (Excluding Foreign Companies)	None	<ul style="list-style-type: none"> <li>• Entrepreneurship Development Center</li> <li>• Foundation For Innovation &amp; Research in Science &amp; Technology</li> <li>• Inclusive Growth International Foundation</li> <li>• Peel-Works Private Limited</li> <li>• Right Track Admizzionz Campuz Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Sampada Business Solutions Limited</li> <li>• Avenue Holdings Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Sampada Business Solutions Limited</li> <li>• India Insure Risk Management and Insurance Broking Services Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Sampada Business Solutions Limited</li> <li>• India Insure Risk Management and Insurance Broking Services Private Limited</li> <li>• I Share Business Services (India) Private Limited</li> <li>• Evexia Solutions Private Limited</li> </ul>
Listed Companies from which the person has resigned from the directorship in the past three years	None	None	None	None	None
Membership/ Chairmanship of Committees of other companies	None	Foundation For Innovation & Research in Science & Technology	Sampada Business Solutions Limited	None	<ul style="list-style-type: none"> <li>• Sampada Business Solutions Limited</li> <li>• India Insure Risk Management</li> </ul>

					ent and Insurance Broking Services Private Limited
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## 5. Other Guidelines for Members

- a) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Thursday, 21<sup>st</sup> August 2023.
- b) 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 or casting vote through e-Voting system during the meeting.
- c) SPV & Company, Company Secretaries (Firm Registration No. S2020AP728600) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d) The Scrutinizer shall after the conclusion of e-Voting at the 30<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 30<sup>th</sup> AGM, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.sudev.co.in](http://www.sudev.co.in) and on the website of CDSL at <https://www.evotingindia.com/> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchange i.e. "The BSE Limited" ("BSE").
- e) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
- f) Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) in case the shares are held in physical form, quoting their folio no(s).
- g) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which will be available on the request of the members. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
- h) In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- i) Electronic copy of all the documents referred to in the accompanying Notice of the 30th AGM and the Explanatory Statement shall be available on the website of the Company at [www.sudev.co.in](http://www.sudev.co.in).

During the 30<sup>th</sup> AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act at Company's website

- j) Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 30<sup>th</sup> AGM, forms integral part of the Notice of the 30<sup>th</sup> AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
  - k) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 30<sup>th</sup> AGM and the Annual Report for the year 2022-23 including the Audited Financial Statements for the year 2022-23, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 30<sup>th</sup> AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered with the Company / RTA or respective Depository Participant(s) (DP).
7. CDSL e-Voting System – For e-voting and Joining Virtual meetings.
- i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
  - ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
  - iii) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - v) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  - vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sudev.co.in](http://www.sudev.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  - vii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

viii) In continuation of this Ministry's **General Circular No. 20/2020**, dated 05<sup>th</sup> May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- i) The voting period begins on **Monday, 25<sup>th</sup> September 2023 (09:00 A.M.) and ends on Wednesday, 27<sup>th</sup> September 2023 (05:00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, 21<sup>st</sup> September 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

Individual Shareholders holding securities in Demat mode with **CDSL Depository**

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant Sudev Industries Limited on which you choose to vote.
- x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@sudev.co.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@sudev.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@sudev.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**By Order of the Board  
Sudev Industries Limited**

**SD/-  
Rajiv Agarwal  
Whole-Time-Director  
DIN: 00929463**

**SD/-  
Vurakaranam Ramakrishna  
Non-Executive Director  
DIN: 00700881**

**Place: Noida  
Date:06/09/2023**

**Explanatory Statement**  
**(Pursuant to Section 102 of the Companies Act, 2013)**  
**(Forms part of the Notice of the AGM)**

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item(s) of the accompanying Notice:

**In respect of item no. 2:**

In terms of section 152 of the Companies Act 2013 Mr. Rajiv Agarwal (DIN: 00929463) is due to retire by rotation at this meeting.

However, he has not offered himself for re-election due to other commitments, resulting in a vacancy on the Board; and, the Board has resolved, subject to approval of shareholders, that the vacancy on the Board so created shall not be filled.

The Board recommends the resolution for approval by the shareholders.

Except Mr. Rajiv Agarwal, None of the Directors or KMP's or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out in the Notice.

**In respect of item no. 3:**

GVSD & Co., Chartered Accountants (Firm Registration No. 021101C) (GVSD) were appointed as the Statutory Auditors of the Company through postal ballot notice dated 20<sup>th</sup> June 2023 to hold office from 25<sup>th</sup> April 2023 till the conclusion of the ensuing Annual General Meeting of the Company to be held in calendar year 2023. Accordingly, the said statutory term will be completed at the conclusion of this AGM.

The Board of Directors of the Company in their meeting held on 4<sup>th</sup> September 2023, based on the recommendations of the Audit Committee, subject to approval of the Members of the Company, appointed Seshachalam & Co., (Firm Registration No. 003714S), as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 30<sup>th</sup> AGM till the conclusion of 35<sup>th</sup> AGM.

Seshachalam & Co., is a firm of Chartered Accountants, registered with the Institute of Chartered Accountants of India. It is one of the leading firms providing audit and assurance services in India.

Seshachalam & Co., Chartered Accountants, have given their consent to act as Statutory Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under sections 139 and 141 of the Act. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

They have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountant of India (ICAI).

In terms of provisions of Section 142 of the Companies Act, 2013, the remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. Hence, it is proposed that the Members may authorize the Board to fix the remuneration of the Statutory Auditors of the Company as may deem fit.

None of the Directors or KMP's or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out in the Notice.

**In respect of item no. 4:**

The Board of Directors in its meeting held on 5<sup>th</sup> August 2023, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798), as an Additional Non-Executive Director pursuant to Section 161 of the Companies Act, 2013 with effect from 7<sup>th</sup> August 2023, to share his rich experience and expertise for the benefit of the Company. He shall be liable to retire by rotation.

Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798), has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received from Mr. Rama Mohana Rao Bandlamudi (i) consent to act as Director in Form DIR-2. (ii) Notice of interest in other Companies in Form MBP-1. (iii) intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Act.

Mr. Rama Mohana Rao Bandlamudi is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority.

Brief Profile of Mr. Rama Mohana Rao Bandlamudi is as below:

Mr. Rama Mohana Rao Bandlamudi has been an insurance broker since 2003, he is an MBA with experience in DIFF verticals in PRMA Credit & Liability areas. He has worked with global insurance broking companies like Marsh and Willis Towers Watson before branching out on his own in 2021. In Willis Towers Watson, he was Executive Vice President handling the Property & Casualty verticals of Insurance broking.

The Company will have the expertise of Mr. Rama Mohana Rao Bandlamudi in taking it to great heights.

Further, additional Information of Mr. Rama Mohana Rao Bandlamudi, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice.

Except Mr. Rama Mohana Rao Bandlamudi, None of the Directors or KMPs or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out in the Notice.

**In respect of item no. 5:**

The Board of Directors in its meeting held on 5<sup>th</sup> August 2023, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Ms. Deepali Anantha Rao (DIN: 07774254), as an Additional Non-Executive Director pursuant to Section 161 of the Companies Act, 2013 with effect from 7<sup>th</sup> August 2023, to share her rich experience and expertise for the benefit of the Company. She shall be liable to retire by rotation.

Ms. Deepali Anantha Rao (DIN: 07774254), has informed the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Company has received from Ms. Deepali Anantha Rao (i) consent to act as Director in Form DIR-2. (ii) Notice of interest in other Companies in Form MBP-1. (iii) intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Act.

Ms. Deepali Anantha Rao is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority.

Brief Profile of Ms. Deepali Anantha Rao is as below:

Ms. Deepali Anantha Rao is an experienced professional with a demonstrated history of working in the insurance industry. Expertise in structuring insurance and Re-insurance programs for clients across varied classes of business. Has handled reinsurance business across multiple geographies.

The Company is bound to receive a great contribution in furthering its business objectives with the inclusion of Ms. Deepali Anantha Rao on the Board.

The Company will have the expertise of Ms. Deepali Anantha Rao in taking it to great heights.

Further, additional Information of Ms. Deepali Anantha Rao, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice.

Except Ms. Deepali Anantha Rao, None of the Directors or KMPs or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out in the Notice.

**In respect of item no. 6:**

The Board of Directors in its meeting held on 5<sup>th</sup> August 2023, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Mr. Varanasi Guruvenkta Subbaraya Sharma (DIN: 06622222), as an Additional Independent Director pursuant to Section 161 of the Companies Act, 2013 with effect from 7<sup>th</sup> August 2023 for a term of five consecutive years effective from 7<sup>th</sup> August 2023 upto 6<sup>th</sup> August 2028, to share his rich experience and expertise for the benefit of the Company. He shall not be liable to retire by rotation.

As per the provisions of the Regulation 17(IC) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the listed company shall seek the approval of the shareholders by way of special resolution for appointment of a person as Independent Director on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Varanasi Guruvenkata Subbaraya Sharma (DIN: 06622222), has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He has also given a declaration that he meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

The Company has received from Mr. Varanasi Guruvenkata Subbaraya Sharma (i) consent to act as Director in Form DIR-2. (ii) Notice of interest in other Companies in Form MBP-1. (iii) intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Act. (iv) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act; and a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority.

Mr. Varanasi Guruvenkata Subbaraya Sharma is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority.

**Brief Profile of Mr. Varanasi Guruvenkata Subbaraya Sharma is as below:**

He is a retired Risk and Advisory professional with close to 35 years' experience across various industries and consulting domains that included 20+ years in senior leadership roles.

His areas of specialization / expertise include finance and accounting, enterprise risk management, internal audit, fraud management, consulting, corporate governance, business / financial process design & controls, process automation, designing and developing governance and compliance related framework with good knowledge of IT application architecture and Information Technology related risks.

His industry experience span Manufacturing, IT/ITeS, FMCG, Telecom and Consulting. He is a passionate speaker at various fora on topics relating to internal audit, enterprise risk management and fraud management. He is actively associated with Institute of Chartered Accountants of India (ICAI) Central Council as member of expert study group for drafting revised internal audit standards. Serving as a faculty member with the Institute of Directors that certifies independent directors and has been a member of Board of Governors of the IIA (Institute of Internal Auditors) for the northern region.

He superannuated in February 2022 from HCL Technologies Ltd., as Head of Internal Audit, Risk Management and Forensics and had recently set up his own consultancy firm—Tophole Management Consultants and Advisors.

During his distinguished career, VG worked with various reputed organizations that included HCL Tech., Godrej GE Appliances, Tata Timken and Deloitte.

VG is a CMA by profession and did his B.Com (Hons.) from South City College, Calcutta University, Kolkata. He is married and has two children.

Further, additional Information of Mr. Varanasi Guruvenkata Subbaraya Sharma, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice.

In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, the Board of Directors considers that the appointment of Mr. Varanasi Guruvenkata Subbaraya Sharma (DIN: 06622222) as an Independent Director will be of advantage to the Company and accordingly, the Board recommends the above resolution to be passed as Special Resolution.

Except Mr. Varanasi Guruvenkata Subbaraya Sharma, None of the Directors or KMPs or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out in the Notice.

**In respect of item no. 7:**

The Board of Directors in its meeting held on 5<sup>th</sup> August 2023, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Mr. Srikant Sastri (DIN: 00036188), as an Additional Independent Director pursuant to Section 161 of the Companies Act, 2013 with effect from 7<sup>th</sup> August 2023 for a term of five consecutive years effective from 7<sup>th</sup> August 2023 upto 6<sup>th</sup> August 2028, to share his rich experience and expertise for the benefit of the Company. He shall not be liable to retire by rotation.

As per the provisions of the Regulation 17(IC) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the listed company shall seek the approval of the shareholders by way of special resolution for appointment of a person as Independent Director on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Srikant Sastri (DIN: 00036188), has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He has also given a declaration that he meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

The Company has received from Mr. Srikant Sastri (i) consent to act as Director in Form DIR-2. (ii) Notice of interest in other Companies in Form MBP-1. (iii) intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Act. (iv) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act; and a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority.

Mr. Srikant Sastri is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority.

**Brief Profile of Mr. Srikant Sastri is as below:**

Mr. Srikant Sastri has successfully executed M&A strategy as India Chairperson of global corporation. He is also on Board & advisory roles at fast-growing companies, and with government. He recently completed his four-year tenure as Chairman, IIM Calcutta Innovation Park He is Immediate Past President, TiE Delhi-NCR.

He is a Successful entrepreneur who built & sold two large services ventures in India & SE Asia. He is also a Co-founder of AI & Big Data product company. He led and advised companies that deploy new-age technologies - MedTech, digital. AI, IoT and used radical product development, manufacturing & G'IM models. Business models for engaging millennial customers. He is an. Innovation expert who advises companies, government, startups & universities. He also mentors & angel invests with range of for-profit social enterprises- Grassroots experience of running own not-for-profit.

He is presently Chairman, 13G Advisory Network, Co-Founder & Director, Crayon Data. Singapore (AI & Big Data product company) Director F.I.R.S.T, ITT Kanpur Member, National Expert Advisory Committee on Innovation, Incubation & Technology Entrepreneurship, DST, Government of India Member, NIDHI Centre of Excellence Monitoring Committee, CSIR-NCL Venture Centre Creator ChaloStartUp web series.

Further, additional Information of Mr. Srikant Sastri (DIN: 00036188), as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice.

In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, the Board of Directors considers that the appointment of Mr. Srikant Sastri (DIN: 00036188) as an Independent Director will be of advantage to the Company and accordingly, the Board recommends the above resolution to be passed as Special Resolution.

Except Mr. Srikant Sastri, None of the Directors or KMP's or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out in the Notice.

**In respect of item no. 8:**

The Members may note that the tenure of appointment of Mr. Vurakaranam Ramakrishna, as the Chairman & Managing Director under promoter category, is for a period of five (5) years, i.e., effective from 28<sup>th</sup> September 2023 upto 27<sup>th</sup> September 2028 for which approval of the Shareholders is being sought.

The Members may note that the Company has received a letter of consent from Mr. Vurakaranam Ramakrishna signifying his willingness to be appointed as Chairman & Managing Director with a declaration under section 164 of the Companies Act, 2013 and other Statutory disclosures/declarations as required under the law.

The essential terms and conditions of his appointment and remuneration are as below.

- a) Subject to the supervision and control of the Board of Directors of the Company, the Chairman & Managing Director shall oversee the affairs of the Company and exercise such functions and powers as shall from time to time be entrusted to him by the Board of Directors.
- b) The Chairman & Managing Director shall not be liable to retire by rotation.
- c) The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, subject to such approvals as may be needed.
- d) If at any time the Chairman & Managing Director (CMD) ceases to be the CMD for any cause whatsoever, he shall not cease to be an executive Director of the Company.

The Company has received from Mr. Vurakaranam Ramakrishna (i) consent to act as Director in Form DIR-2. (ii) Notice of interest in other Companies in Form MBP-1. (iii) intimation in Form DIR-8, to the effect that he is not disqualified under Section 164(2) of the Act. and a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority.

**Brief Profile of Mr. Vurakaranam Ramakrishna is as below:**

A Chartered Accountant by qualification, commonly known as VRK acquired and gained expertise across various classes of Insurance such as Health Insurance, Engineering Insurance, Liability Insurance and Reinsurance. Having believed in a consultative approach for insurance broking he has brought in tremendous value adds to all his customers by stepping in their shoes and gaining a complete understanding of their risk exposures. VRK has spoken at various industry events and is frequently called upon by various industry bodies for advice on the growth & development of the insurance industry.

He was instrumental in getting the First Insurance Broking license from the Insurance Regulatory and Development Authority of India in the year 2002.

Further, the Board has designated Mr. Vurakaranam Ramakrishna as the Chairman of all future Board and Shareholders meetings of the Company, whether conducted in person or electronically, until a further resolution is passed by the Board.

The Board recommends the resolution set forth in notice for the approval of Members by way of a ordinary Resolution.

Except Mr. Vurakaranam Ramakrishna, None of the Directors or KMPs are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out in the Notice.

**In respect of item no. 9:**

Presently, the Registered Office of the Company is situated in the State of Uttar Pradesh, and it is proposed to shift the Company's registered office to the state of Telangana (i.e., under the jurisdiction of Registrar of Companies, Hyderabad).

To enable the Company to streamline its operations as well as management of affairs of the Company, it is proposed to shift the Registered Office of the Company from Noida to Hyderabad, which would also require amendment in the Registered Office Clause of the Memorandum of Association of the Company.



The shifting of Registered Office from the State of Uttar Pradesh to the State of Telangana is in the best interest of the Company, Members and all concerned parties and will not be detrimental to the interest of members of the public, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association ("MOA") of the Company requires the approval of the Members of the Company by means of a Special Resolution and approval of the Central Government (powers delegated to Regional Director).

In view of the above, the approval of the Members is sought for shifting of the Registered Office from the State of Uttar Pradesh to the State of Telangana and consequently for altering Clause II of the MOA.

The Directors of the Company recommend the Resolution set out in the Notice for approval by the Members as a Special Resolution.

None of the Directors or KMPs or their relatives are concerned or interested (to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out in the Notice.

**In respect of item no. 10:**

In order to make the main objects clause of the Memorandum of Association (MOA) more comprehensive and concise, it is proposed to modify the main objects clause of the Memorandum of Association of the Company.

The Board at its meeting held on 4<sup>th</sup> September 2023 has approved alteration of the MOA of the company and the proposed change of objects clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board of Directors recommends a resolution as set out in the notice for approval of the members of the Company by way of passing a Special Resolution.

The draft of the amended Memorandum of Association proposed for approval, are available for inspection by the shareholders of the Company during normal business hours at the Registered office of the company and copies thereof shall also be made available for inspection at the Corporate Office of the company and at the place of the meeting on the meeting day.

None of the Directors, Key Managerial Personnel of the company, or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

**In respect of item no 11 & 12:**

The Members are hereby informed that the Board in its meeting held on 4<sup>th</sup> September 2023, has approved the acquisition of 99.93% shareholding of Sampada Business Solutions Limited (*Formerly known as Sampada Business Solutions Private Limited*) ("Target Company" or "SBSL") in line with the strategy to grow, gain market share and to gain a leadership position. For the said acquisition it is decided to acquire 3,64,13,221 Equity Shares constituting 99.93% stake of the Target Company from the equity shareholders of the Target Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company under a share swap arrangement.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated 4<sup>th</sup> September 2023, has approved the issue of upto 5,97,17,650 Equity Shares fully Paid-up Equity Shares of the Company having a Face Value of ₹ 5.00 each, to the Proposed Allottees for a consideration other than cash and based on a multiple of 1.64 times to the equity shares of SBSL, which in turn was based on the relative Company Valuations arrived at by the Registered Valuer engaged Report dated 31<sup>st</sup> August 2023 on a preferential basis.

Pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the issue and allotment of equity shares to the existing shareholders of

SBSL requires approval of members of the company by way of special resolution and shall be subject to the receipt of necessary approvals from Stock Exchange, Depositories etc.

Consequent to the discharge of the Acquisition Price by issue of shares of the Company, and upon transfer of equity shares of SBSL by the Proposed Allottees to the Company, SBSL will become the wholly owned subsidiary of the Company.

Pursuant to provisions of Section 186 of Companies Act, 2013, the Company has already got the approval of members by way of special resolution passed in the Annual General Meeting held on 30<sup>th</sup> September 2022, for granting any loans, guarantees, provide securities to any person or other body corporate and make investments in the securities of any other person/body corporate upto an amount not exceeding ₹100 Crores.

Consequent to the proposed issue and allotment of equity shares to the proposed allottees, there would not be a change in the management or control of the Company.

Information required in respect of the proposed issue of equity shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

- 1) **Purpose(s) and Object(s) of the Issue and particulars of the offer:** The purpose and object of the proposed issue and allotment of 5,97,17,650 Equity Shares fully Paid-up Equity Shares of the Company having a Face Value of ₹ 5.00 each as per the swap Ratio arrived as prescribed under Chapter V of the SEBI ICDR Regulations, for consideration other than cash to the promoters and shareholders of SBSL, a public limited Company, incorporated under the Companies Act, 1956, having CIN U67100TG1996PLC023230, with its registered office at 5<sup>th</sup> Floor, Ashoka My Home Chambers, Sindhi Colony, SP Road, Begumpet, Secunderabad Hyderabad-500003, Telangana India, on preferential basis, to discharge the total purchase consideration payable for the acquisition of entire equity stake in SBSL.
- 2) **Kind of Securities:** Equity Shares
- 3) **Maximum number of specified securities to be issued, and the price at which security is being offered:** It is proposed to issue and allot 5,97,17,650 Equity Shares fully Paid-up Equity Shares of the Company having a Face Value of ₹ 5.00 each based on a multiple of 1.64 times to the equity shares of SBSL, which in turn was based on the relative Company Valuations arrived at by the Registered Valuer engaged Report dated 31<sup>st</sup> August 2023, on a preferential basis, to discharge the total consideration for consideration other than cash, for acquisition of entire 99.93% stake in SBSL from its existing promoters and shareholders.

Preferential Allotment ratio was determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

- 4) **Date of passing Board Resolution:** 4<sup>th</sup> September 2023.
- 5) **Amount which the Company intends to raise by way of such issue of securities:** Not applicable.
- 6) **Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** Except Mr. Vurarakaranam Ramakrishna, Ms. Deepali Anantha Rao and Mr. Rama Mohana Rao Bandlamudi and their relatives, None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the equity Shares proposed to be issued under the preferential issue for consideration other than cash.
- 7) **Basis or Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:** Not Applicable as the issue is for consideration other than cash by a share swap mechanism determined in accordance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations. The above is determined pursuant to valuation report from Mr. Ramesh Janam, Registered Valuer with IBBI Registration No. IBBI/RV/06/2020/13430 ('RVS' or 'Independent Valuer'), in accordance with Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018 as amended. Report of Mr. Ramesh Janam, Registered Valuer with IBBI Registration No. IBBI/RV/06/2020/13430 ('RVS' or 'Independent Valuer') is available on our website of the Company.

Name and Address of Registered Valuer: Ramesh Janam and 406, 7-2-1780, Akruthi Residency, Street No 3, CZECH colony, Sanathnagar, Hyderabad-500018.

- 8) **Pricing of Preferential Issue:** The Equity Shares of the Company are listed at the BSE Limited. There is infrequent trading of Shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018 the issue of Equity Shares may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such Company.

The Company has obtained a valuation certificate from Ramesh Janam, Registered Valuer with IBBI Registration No. IBBI/RV/06/2020/13430 ('RVS' or 'Independent Valuer') certifying a share swap ratio of 1 : 1.64 between SBSL and the Company in accordance with the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the Company.

- 9) **Method of determination of price as per the Articles of Association of the Company:** Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares proposed to be issued on preferential basis is determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.
- 10) **Relevant Date with reference to which the price has been arrived at** The Relevant Date in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is fixed as 29<sup>th</sup> August 2023 i.e., 30 days prior to the AGM date 28<sup>th</sup> September 2023.
- 11) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:** Identity of the Allottees and the percentage of post preferential issue capital that may be held by them:

Name	Category	pre issue shareholdings		post issue shareholdings	
		Pre-issue	%	Post-issue	%
BLC & Associates LLP	Non-Promoter	0	0	27,880	0.041
Trigyn Technologies Limited	Non-Promoter	0	0	29,15,554	4.276
Kesharmal C Jain HUF	Non-Promoter	0	0	90,200	0.132
Sandeep Madhavprasad Jajodia (HUF)	Non-Promoter	0	0	45920	0.067
D D Master HUF	Non-Promoter	0	0	49200	0.072
PXC Pacific Global Private Limited	Non-Promoter	0	0	45920	0.067
Ankush Agarwal HUF	Non-Promoter	0	0	49200	0.072
Growthmode Consulting Limited	Non-Promoter	0	0	49200	0.072
IGSC Ventures Now Private Limited	Non-Promoter	0	0	24600	0.036
Tvisha Corporate Advisors LLP	Non-Promoter	0	0	49200	0.072

Leposhe Trading Enterprises LLP	Non-Promoter	0	0	738000	1.082
Avenue Finworks LLP	Non-Promoter	0	0	41000	0.060

- 12) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities and as well as price:** The Company has made preferential allotment during the year.

S.No.	Name of the allottee	Status	No. of Shares (Face Value ₹ 10.00)	Price	Date of allotment
1	Mr. Vurakaranam Ramkrishna	Director	14,25,125	10	12/04/2023

- 13) **The pre-issue and post-issue shareholding pattern of the Company:** The pre-issue shareholding pattern of the Company as on 1<sup>st</sup> September 2023, and the post-issue shareholding pattern (considering full allotment of shares issued on a preferential basis) are mentioned hereinbelow:

(as per Face Value ₹.5.00)

Category	Pre issue Shareholding		Equity	Post Issue	
	Structure		Shares to	Shareholding	
	No. of Shares	%	be allotted	No. of Shares	%
<b>(A) Promoter Shareholding</b>					
<b>(1) Indian</b>					
(a) Individuals & HUF	633200	7.514	0	633200	0.92
(b) Bodies Corporate	1983000	23.53	0	1983000	2.91
<b>Sub Total (A)(1)</b>	<b>2616200</b>	<b>31.044</b>	<b>0</b>	<b>2616200</b>	<b>3.83</b>
(2) Foreign promoters	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Promoter shareholding</b>	<b>2616200</b>	<b>31.044</b>	<b>0</b>	<b>2616200</b>	<b>3.83</b>
<b>A=A1 +A2</b>					
<b>(B) Public Shareholding</b>					
B1) Institutional Investors	141200	1.67	0	141200	0.2
B2) Central Govt./Stat	0	0	0	0	0

Govt./POI					
B3) Non-Institutional	450000	5.34	0	450000	0.66
Investors					
Individuals	4225398	50.14	54969717	59195115	86.87
Body Corporate	119202	1.41	3891354	4010556	5.88
Others (Including NRI & HUF)	874600	10.38	856579	1731179	2.54
<b>Total Public Shareholding</b>	<b>5810400</b>	<b>68.94</b>	<b>59717650</b>	<b>65528050</b>	<b>96.15</b>
<b>B=B1+B2+B3</b>					
C) Non-Promoter - Non	0	0	0	0	0
Public					
<b>Grand Total (A+B+C)</b>	<b>8426600</b>	<b>99.984</b>	<b>59717650</b>	<b>68144250</b>	<b>99.98</b>

- 14) **Proposed time frame within which the issue or allotment shall be completed:** Pursuant to the requirements of SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the promoters and shareholders of SBSL on or before the expiry of fifteen days (15 days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen days (15 days) from the date of receipt of last of such approvals or permissions.
- 15) **Material Terms of raising of such securities:** The 5,97,17,650 Equity Shares fully Paid-up Equity Shares of the Company having a Face Value of ₹ 5.00 each as per the swap Ratio arrived as prescribed under Chapter V of the SEBI ICDR Regulations, towards the payment of total consideration payable by the Company for the acquisition of the entire paid-up share capital of SBSL consisting of 3,64,13,221 equity shares of ₹ 5.00 each.
- 16) **Valuation for consideration other than Cash:** It is proposed that the entire purchase consideration for the acquisition shall be discharged by issuing the equity shares of the Company to the promoters and shareholders of SBSL on a 1:1.64 ratio basis, between the shares of SBSL and the Company. The valuation of the Sale Shares of SBSL has been arrived at based on valuation report issued by Mr. Ramesh Janam, Registered Valuer with IBBI Registration No. IBBI/RV/06/2020/13430 ('RVS' or 'Independent Valuer') and same has been updated on the Website of the Company.
- 17) **The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer:** As per recommendation and approval of the Board of Directors, the Company proposes to issue 5,97,17,650 fully paid-up Equity Shares of Company, for consideration other than cash to discharge the total purchase consideration payable for acquisition of the entire stake in SBSL from the Proposed Allottees, as approved by Board of Directors, by issue of shares of the Company. The valuation of the same is based on the valuation report issued by Mr. Ramesh Janam, an independent registered valuer, in compliance with Regulation 163(3) of the SEBI ICDR Regulations and approval of the purchase consideration by the Board of Directors.

- 18) **Lock-in period:** The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- 19) **Listing of the proposed shares:** The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the proposed shares. The proposed shares, once allotted, shall rank-*pari passu* with the existing equity shares of the Company in all respects.
- 20) **Certificate of Practicing Company Secretary:** The certificate from, SPV & Company, Company Secretaries, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website.
- 21) **The name of proposed allottees and the percentage (%) of Post Preferential Issue Capital that may held them and change in control, if any, consequent to the Preferential Issue:** The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below:

(as per Face Value ₹.5.00)

Name	Proposed Category	Pre shareholding		No. of equity shares to be allotted	Post shareholding	
		No. of Shares	%		No. of Shares	%
-	-			-		
Vurakaranam Ramakrishna	Non-Promoter	2850250	33.824	35720802	38571052	56.602
Jayalakshmi Vurakaranam	Non-Promoter	0	0.000	208696	208696	0.306
V G Dhanasekaran	Non-Promoter	0	0.000	23427	6560	0.010
Peri Madhavi Latha	Non-Promoter	0	0.000	23427	26322	0.039
Sripathy Venkatasiva Gopal	Non-Promoter	0	0.000	2915554	82000	0.120
A Hanumanth Rao	Non-Promoter	0	0.000	1196412	82000	0.120
Arvind Vurakaranam	Non-Promoter	0	0.000	985662	23427	0.034
Anupama Vurakaranam	Non-Promoter	0	0.000	820000	23427	0.034
Blc & Associates LLP	Non-Promoter	0	0.000	780886	27880	0.041
Trigyn Technologies Limited	Non-Promoter	0	0.000	738000	2915554	4.279
Pamidimukala Venkata Sambasiva Rao	Non-Promoter	0	0.000	722442	91111	0.134
Naresh Kumar Dukkupati	Non-Promoter	0	0.000	675181	36445	0.053
Trans Global Fin Services Private Limited	Non-Promoter	0	0.000	674656	36445	0.053
Deepak Kumar Huf	Non-Promoter	0	0.000	656000	45920	0.067
Gunjan Amit Agarwal	Non-Promoter	0	0.000	615000	45920	0.067
Babulal Agarwal	Non-Promoter	0	0.000	530868	45920	0.067
Neetu Pugalía .	Non-Promoter	0	0.000	524800	45920	0.067
Basudev Banerjee .	Non-Promoter	0	0.000	516272	45920	0.067
Sushil Sanganeria	Non-Promoter	0	0.000	508398	91840	0.135
Naga Sreenivasa Rao Chitluri	Non-Promoter	0	0.000	500001	58570	0.086
Kesharmal C Jain Huf	Non-Promoter	0	0.000	344400	90200	0.132
Digesh Pradeep Mehta	Non-Promoter	0	0.000	338136	45920	0.067
Feny Yogesh Bathia	Non-Promoter	0	0.000	319798	90200	0.132
Urvi Gosalia	Non-Promoter	0	0.000	288170	22960	0.034
Paras Jaswant Gosalia	Non-Promoter	0	0.000	234290	22960	0.034
Harsha Suresh Shah	Non-Promoter	0	0.000	234285	22960	0.034
Rupal Hardik Shah	Non-Promoter	0	0.000	183680	22960	0.034
Sandeep Madhavprasad Jajodia (Huf)	Non-Promoter	0	0.000	180400	45920	0.067
Venkata Ramana Ravada	Non-Promoter	0	0.000	180400	177120	0.260
Bhadresh Shashikant Doshi	Non-Promoter	0	0.000	177120	22960	0.034

Bijal Bhadrash Doshi	Non-Promoter	0	0.000	154158	22960	0.034
Ravada Azad Chandra Sekhar .	Non-Promoter	0	0.000	147600	41000	0.060
Gajanand Agarwal	Non-Promoter	0	0.000	136667	45592	0.067
Jai Nagawat	Non-Promoter	0	0.000	123000	49200	0.072
Prabhakar Reddy Patil	Non-Promoter	0	0.000	121827	49200	0.072
Pooja Krishna Prasad Atluri .	Non-Promoter	0	0.000	117845	117260	0.172
Bhavik Mehta	Non-Promoter	0	0.000	117845	45920	0.067
Surya Satyanarayana Raju Alluri	Non-Promoter	0	0.000	117260	41000	0.060
Mathew M. Jacob .	Non-Promoter	0	0.000	117143	8364	0.012
Sheela Mathew .	Non-Promoter	0	0.000	117141	8364	0.012
D D Master Huf .	Non-Promoter	0	0.000	117141	49200	0.072
Sandhyarani Gannavarapu	Non-Promoter	0	0.000	99090	23427	0.034
Jasthi Madhavi	Non-Promoter	0	0.000	98400	91108	0.134
Vishnu Kumar Agarwal	Non-Promoter	0	0.000	98398	49200	0.072
Aarthi Vijayakumar	Non-Promoter	0	0.000	91840	49200	0.072
Pendala Maheshwari	Non-Promoter	0	0.000	91840	16400	0.024
Kedareswar Kolla .	Non-Promoter	0	0.000	91840	16400	0.024
Gorrepati Sri Rama Chandra Venkateswara Prasad	Non-Promoter	0	0.000	91348	42312	0.062
Srinivas Ponnam	Non-Promoter	0	0.000	91111	45920	0.067
Lokesh Chandra Gorrepati	Non-Promoter	0	0.000	91108	32800	0.048
Madhava Rao Velaga	Non-Promoter	0	0.000	90200	45920	0.067
Kamalkumar Keshardev Agrawal	Non-Promoter	0	0.000	90200	45920	0.067
Vijay Agarwal	Non-Promoter	0	0.000	82000	91840	0.135
Pxc Pacific Global Pvt Ltd .	Non-Promoter	0	0.000	82000	45920	0.067
Suryakiran Suryakiran E V L	Non-Promoter	0	0.000	82000	32800	0.048
Anusha Shashidhara Shetty	Non-Promoter	0	0.000	82000	45920	0.067
Guru Moorthy Rama Moorthy	Non-Promoter	0	0.000	82000	70285	0.103
Kalyan Sunkara	Non-Promoter	0	0.000	82000	58570	0.086
Praveen Kumar Bala	Non-Promoter	0	0.000	82000	58570	0.086
Yugandhar Dasari	Non-Promoter	0	0.000	74948	117143	0.172
Mamatha Pesarigayala	Non-Promoter	0	0.000	72889	11480	0.017
Mamatha Panathula	Non-Promoter	0	0.000	72059	234285	0.344
Nikhhar Ravinder	Non-Promoter	0	0.000	70285	82000	0.120
Leninitha Palani Vemavarapu	Non-Promoter	0	0.000	64286	32800	0.048
Sudha Kurra	Non-Promoter	0	0.000	62320	36445	0.053
Ramaiah Harshavardhana	Non-Promoter	0	0.000	58570	45920	0.067
Ankush Agarwal Huf	Non-Promoter	0	0.000	58570	49200	0.072
Palepu Sucharita Rao	Non-Promoter	0	0.000	58570	25000	0.037
Growthmode Consulting	Non-Promoter	0	0.000	58570	49200	0.072
Rajeev Natarajan	Non-Promoter	0	0.000	52644	45920	0.067
Sindhuja Giridharan	Non-Promoter	0	0.000	49200	32800	0.048
Venkateswara Rao Veerapaneni	Non-Promoter	0	0.000	49200	234290	0.344
Lavanya Parimi	Non-Promoter	0	0.000	49200	16398	0.024

Sangameswaruni Konappa Kuntumalla	Non-Promoter	0	0.000	49200	14760	0.022
Afghan Nasreen	Non-Promoter	0	0.000	49200	49200	0.072
Ramya Narayanasamy	Non-Promoter	0	0.000	49200	18223	0.027
Akhila Nandyala	Non-Promoter	0	0.000	49200	24600	0.036
Anu Vijayan	Non-Promoter	0	0.000	49200	8200	0.012
Venkatakrishtnaprasad Adusumilli	Non-Promoter	0	0.000	49200	99090	0.145
Miriyala Bangalore Archana	Non-Promoter	0	0.000	49200	74948	0.110
Aparna Eswarreddy Sanapareddy	Non-Promoter	0	0.000	49200	49200	0.072
P Kameswara Rao	Non-Promoter	0	0.000	49200	24600	0.036
P Sirisha	Non-Promoter	0	0.000	49200	24600	0.036
P S Kumari	Non-Promoter	0	0.000	49200	985662	1.446
Ashok Chadha	Non-Promoter	0	0.000	46856	45554	0.067
Pragna Jayeshkumar Sanghvi	Non-Promoter	0	0.000	45920	18860	0.028
Mani Kant	Non-Promoter	0	0.000	45920	39360	0.058
Sachin Vinod Rathi	Non-Promoter	0	0.000	45920	45920	0.067
Surampudi Suryamohan	Non-Promoter	0	0.000	45920	41000	0.060
Shibendra Das	Non-Promoter	0	0.000	45920	45920	0.067
Meena Nair	Non-Promoter	0	0.000	45920	91348	0.134
Anita Vij	Non-Promoter	0	0.000	45920	45920	0.067
Shah Kamini Hemantkumar	Non-Promoter	0	0.000	45920	45920	0.067
S Vidhya	Non-Promoter	0	0.000	45920	45920	0.067
George Pappen Meladathu	Non-Promoter	0	0.000	45920	45920	0.067
Koneru Kalyan Chakravarthy	Non-Promoter	0	0.000	45920	91840	0.135
Aishwarya Turlapati	Non-Promoter	0	0.000	45920	41000	0.060
Gitali Turlapati	Non-Promoter	0	0.000	45920	41000	0.060
Sriya Bolleni	Non-Promoter	0	0.000	45920	25185	0.037
Shanti Sree Bolleni	Non-Promoter	0	0.000	45920	25185	0.037
Venkata Ramudu Jasthi	Non-Promoter	0	0.000	45920	656000	0.963
Smitha Motaparti	Non-Promoter	0	0.000	45920	288170	0.423
Igsc Ventures Now Private Limited	Non-Promoter	0	0.000	45920	24600	0.036
Rohit Prasad Motaparti	Non-Promoter	0	0.000	45920	121827	0.179
Rama Mohan Ramineni	Non-Promoter	0	0.000	45920	117845	0.173
Jaya Sri Rayapati	Non-Promoter	0	0.000	45920	117845	0.173
Spoorthi Ramineni	Non-Promoter	0	0.000	45920	31160	0.046
Anitha Ramineni	Non-Promoter	0	0.000	45920	46856	0.069
Ayyagari Venkata Ramani	Non-Promoter	0	0.000	45920	82000	0.120
Sujith Philip Mathew	Non-Promoter	0	0.000	45920	8364	0.012
Lingutla Venkata Ramana	Non-Promoter	0	0.000	45920	45920	0.067
Manju Parakh	Non-Promoter	0	0.000	45920	27143	0.040
V V Venu Madhav	Non-Promoter	0	0.000	45920	24600	0.036
Sireesha Vedantam	Non-Promoter	0	0.000	45920	17548	0.026
Sridhar Gutta	Non-Promoter	0	0.000	45920	11234	0.016
Siddharth Agarwal	Non-Promoter	0	0.000	45920	45554	0.067
Tvisha Corporate Advisors Llp	Non-Promoter	0	0.000	45920	49200	0.072



Bhaskara Rao Slvv Dandamudi	Non-Promoter	0	0.000	45592	72059	0.106
Jitendra Kumar Bhagat	Non-Promoter	0	0.000	45555	500001	0.734
Gaurav Sud	Non-Promoter	0	0.000	45554	45554	0.067
Vaddadi Gowri	Non-Promoter	0	0.000	45554	82000	0.120
G B Satyanarayana	Non-Promoter	0	0.000	45554	530868	0.779
K Raghavan	Non-Promoter	0	0.000	45554	16400	0.024
Apparao Ryali	Non-Promoter	0	0.000	45554	98398	0.144
Roy Maller	Non-Promoter	0	0.000	42312	16400	0.024
Srinivas Akhilesh Nandyala	Non-Promoter	0	0.000	41000	24600	0.036
Vinod Kumar Sharma	Non-Promoter	0	0.000	41000	45554	0.067
R V L Rani	Non-Promoter	0	0.000	41000	25000	0.037
Anumolu Sumathi Bharathi	Non-Promoter	0	0.000	41000	117141	0.172
Ramkumar Seshu	Non-Promoter	0	0.000	41000	32800	0.048
Satyanarayana Raju Alluri	Non-Promoter	0	0.000	41000	820000	1.203
Purandar Sudhindra Bhavani	Non-Promoter	0	0.000	41000	780886	1.146
Sunita Suresh	Non-Promoter	0	0.000	39360	1196412	1.756
Apurva Kanak Shah	Non-Promoter	0	0.000	36445	45920	0.067
Devarsh Dilipkumar Vakil	Non-Promoter	0	0.000	36445	45554	0.067
Kadiyala Santhi Sree	Non-Promoter	0	0.000	36445	98400	0.144
Maddipati Suryaprabhakara Rao	Non-Promoter	0	0.000	32800	136667	0.201
Poonam R Gupta	Non-Promoter	0	0.000	32800	45920	0.067
Gavisiddappa Dani	Non-Promoter	0	0.000	32800	16400	0.024
Arindam Ghosh	Non-Promoter	0	0.000	32800	82000	0.120
Vaishali Kavan Gupta	Non-Promoter	0	0.000	32800	45920	0.067
Cheran Karuppiah	Non-Promoter	0	0.000	32800	24600	0.036
Venkateswara Rao Ghattamaneni	Non-Promoter	0	0.000	31160	49200	0.072
Mona Bishnoi	Non-Promoter	0	0.000	30012	147600	0.217
B Sri Lakshmi	Non-Promoter	0	0.000	28572	45920	0.067
Radhakrishna Chamarty	Non-Promoter	0	0.000	27880	319798	0.469
Renu Chamarty	Non-Promoter	0	0.000	27143	675181	0.991
Deepali Anantha Rao	Non-Promoter	0	0.000	26322	508398	0.746
Leposhe Trading Enterprises Llp	Non-Promoter	0	0.000	25185	738000	1.083
M Arun	Non-Promoter	0	0.000	25185	183680	0.270
Rama Devi Kodeti	Non-Promoter	0	0.000	25000	62320	0.091
Sajjanar Viswanath Anupa	Non-Promoter	0	0.000	25000	49200	0.072
N Venkatesh Babu	Non-Promoter	0	0.000	25000	45920	0.067
Rishi Bharuka	Non-Promoter	0	0.000	24600	45920	0.067
Usha Parakh	Non-Promoter	0	0.000	24600	28572	0.042
Rajit Seth	Non-Promoter	0	0.000	24600	52644	0.077
Anirudh Singh Rautela	Non-Promoter	0	0.000	24600	45555	0.067
Madhavi Kalpesh Sanghvi	Non-Promoter	0	0.000	24600	18860	0.028
Gautam Harihar Nayak	Non-Promoter	0	0.000	24600	18368	0.027
Balaji C Iyer	Non-Promoter	0	0.000	24600	45920	0.067
Avijit Nanda	Non-Promoter	0	0.000	23427	36445	0.053
Sasikala.C.V.S	Non-Promoter	0	0.000	22960	344400	0.505

Chandra Kanth Chereddi	Non-Promoter	0	0.000	22960	180400	0.265
Hari Chereddi	Non-Promoter	0	0.000	22960	180400	0.265
Chereddi Ramachandra Naidu	Non-Promoter	0	0.000	22960	524800	0.770
G S V Ramanan	Non-Promoter	0	0.000	22960	30012	0.044
Hanumantha Rao Patri	Non-Promoter	0	0.000	22960	45920	0.067
Vijay Kumar Tata	Non-Promoter	0	0.000	18860	6560	0.010
Radha Sunkara	Non-Promoter	0	0.000	18860	58570	0.086
Kapil Dikshit	Non-Promoter	0	0.000	18860	154158	0.226
Sailaja Vangeti	Non-Promoter	0	0.000	18860	49200	0.072
Bhimaraju Ravichandra Viswanath	Non-Promoter	0	0.000	18368	64286	0.094
Vippin Chandra	Non-Promoter	0	0.000	36445	338136	0.496
Gouri Srivastav	Non-Promoter	0	0.000	18223	722442	1.060
Aruna Srinivas	Non-Promoter	0	0.000	17548	16400	0.024
Sunkara Yugandhararao	Non-Promoter	0	0.000	16400	117141	0.172
Milind Yuvraj Chavan	Non-Promoter	0	0.000	16400	16400	0.024
M Sangeetha	Non-Promoter	0	0.000	16400	123000	0.180
Ninad Chandramohan Birla	Non-Promoter	0	0.000	16400	45920	0.067
Kalpesh Champaklal Sanghvi	Non-Promoter	0	0.000	16400	18860	0.028
Jayeshkumar C Sanghvi	Non-Promoter	0	0.000	16400	18860	0.028
Gul Shreeya Vegesna	Non-Promoter	0	0.000	16400	32800	0.048
Ashish Shukla	Non-Promoter	0	0.000	16398	41000	0.060
Manoj Kumar Kopparapu	Non-Promoter	0	0.000	14760	49200	0.072
Avenue Finworks Llp	Non-Promoter	0	0.000	11480	41000	0.060
Krishna Sundarajoo	Non-Promoter	0	0.000	11234	82000	0.120
Sagar Sarda	Non-Promoter	0	0.000	8364	72889	0.107
Nirupama A C	Non-Promoter	0	0.000	8364	45920	0.067
Sudha Bandlamudi	Non-Promoter	0	0.000	8364	516272	0.758
Rama Mohana Rao Bandlamudi	Non-Promoter	0	0.000	8200	674656	0.990
Sai Manas Rama Mohana Rao Bandlamudi	Non-Promoter	0	0.000	6560	615000	0.902
Mubeen Ahmed	Non-Promoter	0	0.000	6560	25000	0.037

22) **The price or price band at/within which the allotment is proposed:** share swap ratio of 1:1.64 between SBSL and the Company in accordance with the SEBI (ICDR) Regulations, 2018.

23) **The class or classes of persons to whom the allotment is proposed to be made:**

S.No.	Name	Proposed Category
1	Vurakaranam Ramakrishna	Non-Promoter
2	Jayalakshmi Vurakaranam	Non-Promoter
3	V G Dhanasekaran	Non-Promoter
4	Peri Madhavi Latha	Non-Promoter
5	Sripathy Venkatasiva Gopal	Non-Promoter
6	A Hanumanth Rao	Non-Promoter
7	Arvind Vurakaranam	Non-Promoter
8	Anupama Vurakaranam	Non-Promoter
9	Blc & Associates Llp	Non-Promoter

10	Trigyn Technologies Limited	Non-Promoter
11	Pamidimukala Venkata Sambasiva Rao	Non-Promoter
12	Naresh Kumar Dukkupati	Non-Promoter
13	Trans Global Fin Services Private Limited	Non-Promoter
14	Deepak Kumar Huf	Non-Promoter
15	Gunjan Amit Agarwal	Non-Promoter
16	Babulal Agarwal	Non-Promoter
17	Neetu Pugalia .	Non-Promoter
18	Basudev Banerjee .	Non-Promoter
19	Sushil Sanganeria	Non-Promoter
20	Naga Sreenivasa Rao Chitluri	Non-Promoter
21	Kesharmal C Jain Huf	Non-Promoter
22	Digesh Pradeep Mehta	Non-Promoter
23	Feny Yogesh Bathia	Non-Promoter
24	Urvi Gosalia	Non-Promoter
25	Paras Jaswant Gosalia	Non-Promoter
26	Harsha Suresh Shah	Non-Promoter
27	Rupal Hardik Shah	Non-Promoter
28	Sandeep Madhavprasad Jajodia (Huf)	Non-Promoter
29	Venkata Ramana Ravada	Non-Promoter
30	Bhadresh Shashikant Doshi	Non-Promoter
31	Bijal Bhadresh Doshi	Non-Promoter
32	Ravada Azad Chandra Sekhar .	Non-Promoter
33	Gajanand Agarwal	Non-Promoter
34	Jai Nagawat	Non-Promoter
35	Prabhakar Reddy Patil	Non-Promoter
36	Pooja Krishna Prasad Atluri .	Non-Promoter
37	Bhavik Mehta	Non-Promoter
38	Surya Satyanarayana Raju Alluri	Non-Promoter
39	Mathew M. Jacob .	Non-Promoter
40	Sheela Mathew .	Non-Promoter
41	D D Master Huf .	Non-Promoter
42	Sandhyarani Gannavarapu	Non-Promoter
43	Jasthi Madhavi	Non-Promoter
44	Vishnu Kumar Agarwal	Non-Promoter
45	Aarthi Vijayakumar	Non-Promoter
46	Pendala Maheshwari	Non-Promoter
47	Kedareswar Kolla .	Non-Promoter
48	Gorrepati Sri Rama Chandra Venkateswara Prasad	Non-Promoter
49	Srinivas Ponnamp	Non-Promoter
50	Lokesh Chandra Gorrepati	Non-Promoter
51	Madhava Rao Velaga	Non-Promoter
52	Kamalkumar Keshardev Agrawal	Non-Promoter
53	Vijay Agarwal	Non-Promoter
54	Pxc Pacific Global Pvt Ltd .	Non-Promoter

55	Suryakiran Suryakiran E V L	Non-Promoter
56	Anusha Shashidhara Shetty	Non-Promoter
57	Guru Moorthy Rama Moorthy	Non-Promoter
58	Kalyan Sunkara	Non-Promoter
59	Praveen Kumar Bala	Non-Promoter
60	Yugandhar Dasari	Non-Promoter
61	Mamatha Pesarigayala	Non-Promoter
62	Mamatha Panathula	Non-Promoter
63	Nikhhar Ravinder	Non-Promoter
64	Leninitha Palani Vemavarapu	Non-Promoter
65	Sudha Kurra	Non-Promoter
66	Ramaiah Harshavardhana	Non-Promoter
67	Ankush Agarwal Huf	Non-Promoter
68	Palepu Sucharita Rao	Non-Promoter
69	Growthmode Consulting	Non-Promoter
70	Rajeev Natarajan	Non-Promoter
71	Sindhuja Giridharan	Non-Promoter
72	Venkateswara Rao Veerapaneni	Non-Promoter
73	Lavanya Parimi	Non-Promoter
74	Sangameswaruni Konappa Kuntumalla	Non-Promoter
75	Afghan Nasreen	Non-Promoter
76	Ramya Narayanasamy	Non-Promoter
77	Akhila Nandyala	Non-Promoter
78	Anu Vijayan	Non-Promoter
79	Venkatakrisnnaprasad Adusumilli	Non-Promoter
80	Miriyala Bangalore Archana	Non-Promoter
81	Aparna Eswarreddy Sanapareddy	Non-Promoter
82	P Kameswara Rao	Non-Promoter
83	P Sirisha	Non-Promoter
84	P S Kumari	Non-Promoter
85	Ashok Chadha	Non-Promoter
86	Pragna Jayeshkumar Sanghvi	Non-Promoter
87	Mani Kant	Non-Promoter
88	Sachin Vinod Rathi	Non-Promoter
89	Surampudi Suryamohan	Non-Promoter
90	Shibendra Das	Non-Promoter
91	Meena Nair	Non-Promoter
92	Anita Vij	Non-Promoter
93	Shah Kamini Hemantkumar	Non-Promoter
94	S Vidhya	Non-Promoter
95	George Pappen Meladathu	Non-Promoter
96	Koneru Kalyan Chakravarthy	Non-Promoter
97	Aishwarya Turlapati	Non-Promoter
98	Gitali Turlapati	Non-Promoter
99	Sriya Bolleni	Non-Promoter
100	Shanti Sree Bolleni	Non-Promoter

101	Venkata Ramudu Jasthi	Non-Promoter
102	Smitha Motaparti	Non-Promoter
103	Igsc Ventures Now Private Limited	Non-Promoter
104	Rohit Prasad Motaparti	Non-Promoter
105	Rama Mohan Ramineni	Non-Promoter
106	Jaya Sri Rayapati	Non-Promoter
107	Spoorthi Ramineni	Non-Promoter
108	Anitha Ramineni	Non-Promoter
109	Ayyagari Venkata Ramani	Non-Promoter
110	Sujith Philip Mathew	Non-Promoter
111	Lingutla Venkata Ramana	Non-Promoter
112	Manju Parakh	Non-Promoter
113	V V Venu Madhav	Non-Promoter
114	Sireesha Vedantam	Non-Promoter
115	Sridhar Gutta	Non-Promoter
116	Siddharth Agarwal	Non-Promoter
117	Tvisha Corporate Advisors Llp	Non-Promoter
118	Bhaskara Rao Slvv Dandamudi	Non-Promoter
119	Jitendra Kumar Bhagat	Non-Promoter
120	Gaurav Sud	Non-Promoter
121	Vaddadi Gowri	Non-Promoter
122	G B Satyanarayana	Non-Promoter
123	K Raghavan	Non-Promoter
124	Apparao Ryali	Non-Promoter
125	Roy Maller	Non-Promoter
126	Srinivas Akhilesh Nandyala	Non-Promoter
127	Vinod Kumar Sharma	Non-Promoter
128	R V L Rani	Non-Promoter
129	Anumolu Sumathi Bharathi	Non-Promoter
130	Ramkumar Seshu	Non-Promoter
131	Satyanarayana Raju Alluri	Non-Promoter
132	Purandar Sudhindra Bhavani	Non-Promoter
133	Sunita Suresh	Non-Promoter
134	Apurva Kanak Shah	Non-Promoter
135	Devarsh Dilipkumar Vakil	Non-Promoter
136	Kadiyala Santhi Sree	Non-Promoter
137	Maddipati Suryaprabhakara Rao	Non-Promoter
138	Poonam R Gupta	Non-Promoter
139	Gavisiddappa Dani	Non-Promoter
140	Arindam Ghosh	Non-Promoter
141	Vaishali Kavan Gupta	Non-Promoter
142	Cheran Karuppiah	Non-Promoter
143	Venkateswara Rao Ghattamaneni	Non-Promoter
144	Mona Bishnoi	Non-Promoter
145	B Sri Lakshmi	Non-Promoter
146	Radhakrishna Chamarty	Non-Promoter

147	Renu Chamarty	Non-Promoter
148	Deepali Anantha Rao	Non-Promoter
149	Leposhe Trading Enterprises Llp	Non-Promoter
150	M Arun	Non-Promoter
151	Rama Devi Kodeti	Non-Promoter
152	Sajjanar Viswanath Anupa	Non-Promoter
153	N Venkatesh Babu	Non-Promoter
154	Rishi Bharuka	Non-Promoter
155	Usha Parakh	Non-Promoter
156	Rajit Seth	Non-Promoter
157	Anirudh Singh Rautela	Non-Promoter
158	Madhavi Kalpesh Sanghvi	Non-Promoter
159	Gautam Harihar Nayak	Non-Promoter
160	Balaji C Iyer	Non-Promoter
161	Avijit Nanda	Non-Promoter
162	Sasikala.C.V.S	Non-Promoter
163	Chandra Kanth Chereddi	Non-Promoter
164	Hari Chereddi	Non-Promoter
165	Chereddi Ramachandra Naidu	Non-Promoter
166	G S V Ramanan	Non-Promoter
167	Hanumantha Rao Patri	Non-Promoter
168	Vijay Kumar Tata	Non-Promoter
169	Radha Sunkara	Non-Promoter
170	Kapil Dikshit	Non-Promoter
171	Sailaja Vangeti	Non-Promoter
172	Bhimaraju Ravichandra Viswanath	Non-Promoter
173	Vippin Chandra	Non-Promoter
174	Gouri Srivastav	Non-Promoter
175	Aruna Srinivas	Non-Promoter
176	Sunkara Yugandhararao	Non-Promoter
177	Milind Yuvraj Chavan	Non-Promoter
178	M Sangeetha	Non-Promoter
179	Ninad Chandramohan Birla	Non-Promoter
180	Kalpesh Champaklal Sanghvi	Non-Promoter
181	Jayeshkumar C Sanghvi	Non-Promoter
182	Gul Shreeya Vegesna	Non-Promoter
183	Ashish Shukla	Non-Promoter
184	Manoj Kumar Kopparapu	Non-Promoter
185	Avenue Finworks Llp	Non-Promoter
186	Krishna Sundarajoo	Non-Promoter
187	Sagar Sarda	Non-Promoter
188	Nirupama A C	Non-Promoter
189	Sudha Bandlamudi	Non-Promoter
190	Rama Mohana Rao Bandlamudi	Non-Promoter
191	Sai Manas Rama Mohana Rao Bandlamudi	Non-Promoter
192	Mubeen Ahmed	Non-Promoter

24) **Principle terms of assets charged as securities:** Not Applicable.

25) **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

S.No.	Name of proposed allottee	Curent status	Proposed status
1	Vurakaranam Ramakrishna	Non-Promoter	Promoter
2	Jayalakshmi Vurakaranam	-	Promoter
3	Arvind Vurakaranam	-	Promoter
4	Anupama Vurakaranam	-	Promoter
5	Trigyn Technologies Limited	-	Non-Promoter
6	Sunita Suresh	-	Non-Promoter
7	P S Kumari	-	Non-Promoter
8	Satyanarayana Raju Alluri	-	Non-Promoter
9	Purandar Sudhindra Bhavani	-	Non-Promoter
10	Leposhe Trading Enterprises Llp	-	Non-Promoter
11	Gouri Srivastav	-	Non-Promoter
12	Renu Chamarty	-	Non-Promoter
13	Rama Mohana Rao Bandlamudi	-	Non-Promoter
14	Venkata Ramudu Jasthi	-	Non-Promoter
15	Sai Manas Rama Mohana Rao Bandlamudi	-	Non-Promoter
16	G B Satyanarayana	-	Non-Promoter
17	Chereddi Ramachandra Naidu	-	Non-Promoter
18	Sudha Bandlamudi	-	Non-Promoter
19	Deepali Anantha Rao	-	Non-Promoter
20	Jitendra Kumar Bhagat	-	Non-Promoter
21	Sasikala.C.V.S	-	Non-Promoter
22	Vippin Chandra	-	Non-Promoter
23	Radhakrishna Chamarty	-	Non-Promoter
24	Smitha Motaparti	-	Non-Promoter
25	Venkateswara Rao Veerapaneni	-	Non-Promoter

26	Mamatha Panathula	-	Non-Promoter
27	M Arun	-	Non-Promoter
28	Chandra Kanth Chereddi	-	Non-Promoter
29	Hari Chereddi	-	Non-Promoter
30	Venkata Ramana Ravada	-	Non-Promoter
31	Kapil Dikshit	-	Non-Promoter
32	Mona Bishnoi	-	Non-Promoter
33	Maddipati Suryaprabhakara Rao	-	Non-Promoter
34	M Sangeetha	-	Non-Promoter
35	Rohit Prasad Motaparti	-	Non-Promoter
36	Rama Mohan Ramineni	-	Non-Promoter
37	Jaya Sri Rayapati	-	Non-Promoter
38	Pooja Krishna Prasad Atluri .	-	Non-Promoter
39	Yugandhar Dasari	-	Non-Promoter
40	Anumolu Sumathi Bharathi	-	Non-Promoter
41	Sunkara Yugandhararao	-	Non-Promoter
42	Venkatakrishnaprasad Adusumilli	-	Non-Promoter
43	Kadiyala Santhi Sree	-	Non-Promoter
44	Apparao Ryali	-	Non-Promoter
45	Sushil Sanganeria	-	Non-Promoter
46	Vijay Agarwal	-	Non-Promoter
47	Koneru Kalyan Chakravarthy	-	Non-Promoter
48	Meena Nair	-	Non-Promoter
49	Pamidimukala Venkata Sambasiva Rao	-	Non-Promoter
50	Jasthi Madhavi	-	Non-Promoter
51	Kesharmal C Jain Huf	-	Non-Promoter
52	Feny Yogesh Bathia	-	Non-Promoter
53	Sripathy Venkatasiva Gopal	-	Non-Promoter



54	A Hanumanth Rao	-	Non-Promoter
55	Nikhar Ravinder	-	Non-Promoter
56	Ayyagari Venkata Ramani	-	Non-Promoter
57	Vaddadi Gowri	-	Non-Promoter
58	Arindam Ghosh	-	Non-Promoter
59	Krishna Sundarajoo	-	Non-Promoter
60	Miriyala Bangalore Archana	-	Non-Promoter
61	Sagar Sarda	-	Non-Promoter
62	Bhaskara Rao Slvv Dandamudi	-	Non-Promoter
63	Guru Moorthy Rama Moorthy	-	Non-Promoter
64	Bhimaraju Ravichandra Viswanath	-	Non-Promoter
65	Rama Devi Kodeti	-	Non-Promoter
66	Naga Sreenivasa Rao Chitluri	-	Non-Promoter
67	Kalyan Sunkara	-	Non-Promoter
68	Praveen Kumar Bala	-	Non-Promoter
69	Radha Sunkara	-	Non-Promoter
70	Rajit Seth	-	Non-Promoter
71	Jai Nagawat	-	Non-Promoter
72	Prabhakar Reddy Patil	-	Non-Promoter
73	D D Master Huf .	-	Non-Promoter
74	Vishnu Kumar Agarwal	-	Non-Promoter
75	Aarhi Vijayakumar	-	Non-Promoter
76	Ankush Agarwal Huf	-	Non-Promoter
77	Growthmode Consulting	-	Non-Promoter
78	Afghan Nasreen	-	Non-Promoter
79	Aparna Eswarreddy Sanapareddy	-	Non-Promoter
80	Tvisha Corporate Advisors Llp	-	Non-Promoter
81	Venkateswara Rao Ghattamaneni	-	Non-Promoter

82	Sajjanar Viswanath Anupa	-	Non-Promoter
83	Sailaja Vangeti	-	Non-Promoter
84	Manoj Kumar Kopparapu	-	Non-Promoter
85	Anitha Ramineni	-	Non-Promoter
86	Deepak Kumar Huf	-	Non-Promoter
87	Gunjan Amit Agarwal	-	Non-Promoter
88	Babulal Agarwal	-	Non-Promoter
89	Neetu Pugalia .	-	Non-Promoter
90	Basudev Banerjee .	-	Non-Promoter
91	Digesh Pradeep Mehta	-	Non-Promoter
92	Sandeep Madhavprasad Jajodia (Huf)	-	Non-Promoter
93	Bhavik Mehta	-	Non-Promoter
94	Srinivas Ponnamp	-	Non-Promoter
95	Madhava Rao Velaga	-	Non-Promoter
96	Kamalkumar Keshardev Agrawal	-	Non-Promoter
97	Pxc Pacific Global Pvt Ltd .	-	Non-Promoter
98	Anusha Shashidhara Shetty	-	Non-Promoter
99	Ramaiah Harshavardhana	-	Non-Promoter
100	Rajeev Natarajan	-	Non-Promoter
101	Sachin Vinod Rathi	-	Non-Promoter
102	Shibendra Das	-	Non-Promoter
103	Anita Vij	-	Non-Promoter
104	Shah Kamini Hemantkumar	-	Non-Promoter
105	S Vidhya	-	Non-Promoter
106	George Pappen Meladathu	-	Non-Promoter
107	Lingutla Venkata Ramana	-	Non-Promoter
108	Apurva Kanak Shah	-	Non-Promoter
109	Poonam R Gupta	-	Non-Promoter

110	Vaishali Kavan Gupta	-	Non-Promoter
111	B Sri Lakshmi	-	Non-Promoter
112	N Venkatesh Babu	-	Non-Promoter
113	Rishi Bharuka	-	Non-Promoter
114	Balaji C Iyer	-	Non-Promoter
115	Hanumantha Rao Patri	-	Non-Promoter
116	Ninad Chandramohan Birla	-	Non-Promoter
117	Nirupama A C	-	Non-Promoter
118	Gajanand Agarwal	-	Non-Promoter
119	Anirudh Singh Rautela	-	Non-Promoter
120	Ashok Chadha	-	Non-Promoter
121	Siddharth Agarwal	-	Non-Promoter
122	Gaurav Sud	-	Non-Promoter
123	Vinod Kumar Sharma	-	Non-Promoter
124	Devarsh Dilipkumar Vakil	-	Non-Promoter
125	Gorrepati Sri Rama Chandra Venkateswara Prasad	-	Non-Promoter
126	Ravada Azad Chandra Sekhar .	-	Non-Promoter
127	Surya Satyanarayana Raju Alluri	-	Non-Promoter
128	Surampudi Suryamohan	-	Non-Promoter
129	Aishwarya Turlapati	-	Non-Promoter
130	Gitali Turlapati	-	Non-Promoter
131	Ashish Shukla	-	Non-Promoter
132	Avenue Finworks Llp	-	Non-Promoter
133	Mani Kant	-	Non-Promoter
134	Trans Global Fin Services Private Limited	-	Non-Promoter
135	Sudha Kurra	-	Non-Promoter
136	Avijit Nanda	-	Non-Promoter

137	Lokesh Chandra Gorrepati	-	Non-Promoter
138	Suryakiran Suryakiran E V L	-	Non-Promoter
139	Leninitha Palani Vemavarapu	-	Non-Promoter
140	Sindhuja Giridharan	-	Non-Promoter
141	Ramkumar Seshu	-	Non-Promoter
142	Gul Shreeya Vegesna	-	Non-Promoter
143	Spoorthi Ramineni	-	Non-Promoter
144	G S V Ramanan	-	Non-Promoter
145	Usha Parakh	-	Non-Promoter
146	Blc & Associates Llp	-	Non-Promoter
147	Manju Parakh	-	Non-Promoter
148	Peri Madhavi Latha	-	Non-Promoter
149	Sriya Bolleni	-	Non-Promoter
150	Shanti Sree Bolleni	-	Non-Promoter
151	Palepu Sucharita Rao	-	Non-Promoter
152	R V L Rani	-	Non-Promoter
153	Mubeen Ahmed	-	Non-Promoter
154	Akhila Nandyala	-	Non-Promoter
155	P Kameswara Rao	-	Non-Promoter
156	P Sirisha	-	Non-Promoter
157	Igsc Ventures Now Private Limited	-	Non-Promoter
158	V V Venu Madhav	-	Non-Promoter
159	Srinivas Akhilesh Nandyala	-	Non-Promoter
160	Cheran Karuppiyah	-	Non-Promoter
161	Sandhyarani Gannavarapu	-	Non-Promoter
162	Urvi Gosalia	-	Non-Promoter
163	Paras Jaswant Gosalia	-	Non-Promoter
164	Harsha Suresh Shah	-	Non-Promoter

165	Rupal Hardik Shah	-	Non-Promoter
166	Bhadresh Shashikant Doshi	-	Non-Promoter
167	Bijal Bhadresh Doshi	-	Non-Promoter
168	Pragna Jayeshkumar Sanghvi	-	Non-Promoter
169	Madhavi Kalpesh Sanghvi	-	Non-Promoter
170	Kalpesh Champaklal Sanghvi	-	Non-Promoter
171	Jayeshkumar C Sanghvi	-	Non-Promoter
172	Gautam Harihar Nayak	-	Non-Promoter
173	Ramya Narayanasamy	-	Non-Promoter
174	Naresh Kumar Dukkupati	-	Non-Promoter
175	Sireesha Vedantam	-	Non-Promoter
176	Pendala Maheshwari	-	Non-Promoter
177	Kedareswar Kolla .	-	Non-Promoter
178	K Raghavan	-	Non-Promoter
179	Roy Maller	-	Non-Promoter
180	Gavisiddappa Dani	-	Non-Promoter
181	Aruna Srinivas	-	Non-Promoter
182	Milind Yuvraj Chavan	-	Non-Promoter
183	Lavanya Parimi	-	Non-Promoter
184	Sangameswaruni Konappa Kuntumalla	-	Non-Promoter
185	Mamatha Pesarigayala	-	Non-Promoter
186	Sridhar Gutta	-	Non-Promoter
187	Mathew M. Jacob .	-	Non-Promoter
188	Sheela Mathew .	-	Non-Promoter
189	Sujith Philip Mathew	-	Non-Promoter
190	Anu Vijayan	-	Non-Promoter
191	V G Dhanasekaran	-	Non-Promoter
192	Vijay Kumar Tata	-	Non-Promoter

**26) Other Disclosures/ Undertakings:**

- a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations are not applicable.
- b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RB1/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 01st July 2015 by the banks.
- c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date. Except Mr. Vurakaranam Ramakrishna, none of Proposed allottees hold any equity share in the Company.
- h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- i) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- j) There are no outstanding dues to Securities Exchanges Board of India, the stock exchange or the depositories.
- k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations
- l) The Company has obtained Permanent Account Numbers of the proposed allottees.
- m) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- n) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

The Board of Directors recommend passing of Special Resolution as set out in the notice relating to the issue and allotment of equity shares on a preferential basis.

Except Mr Vurakaranam Ramakrishna, Ms. Deepali Anantha Rao and Mr. Rama Mohana Rao Bandlamudi and / or their relatives, None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

**By Order of the Board  
Sudev Industries Limited**

**SD/-  
Rajiv Agarwal  
Whole-Time-Director  
DIN: 00929463**

**SD/-  
Vurakaranam Ramakrishna  
Non-Executive Director  
DIN: 00700881**

**Place: Noida  
Date:06/09/2023**

# SUDEV INDUSTRIES LIMITED

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

CIN No.: L25201UP1992PLC018150, Tel. No.: 8447772518

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 31<sup>st</sup> March, 2023. The Management Discussion and Analysis has also been incorporated into this report.

### **FINANCIAL RESULTS:**

The highlights of the Financial Results are as under:

Particulars	2022-2023	2021-2022
Gross Total Income	0	0
Expenditure	72,95,819.00	1,489,600.00
Finance Cost	0	0
Gross Profit ( Loss )	18,15,151.00	(1,489,600.00)
Depreciation	0	0
Profit / (Loss) Before Tax	18,15,151.00	(1,489,600.00)
Provision for Current Taxation	3,50,000.00	0
Provision for Taxation Earlier Year	0	1,102,500.00
Net Profit (Loss) after Tax	14,65,151.00	(2,592,100.00)
Proposed Dividend	0	0

### **OPERATIONS**

During the year under review, the Company has a Profit of Rs. 14,65,151.00 as against Loss of Rs. (2,592,100.00) 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. 2022-23.

### **MATERIAL CHANGES AND COMMITMENTS:**

The Company had received In-principal Approval from BSE for revocation of suspension of shares of the Company and the Company had filed the application for final approval of BSE.

### **CHANGES IN SHARE CAPITAL:**

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2023 was Rs. 27,88,175.00/-. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

\*The Company had forfeited 14,25,125 shares having paid-up value of Rs. 10/- each vide board resolution dated 16th May 2022. Further, the Company had issued such shares on preferential and private placement basis.

### **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 2023.

**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 31<sup>st</sup> March 2023 is as under:-

Particulars	No. of Shares	Percentage
<b>Electronic Mode</b>		
NSDL	9,04,728	32.449%
CDSL	96,772	3.471%
	<b>10,01,500</b>	<b>35.919%</b>
<b>Physical Mode</b>	17,86,675	64.080%
<b>Total</b>	<b>27,88,175</b>	<b>100.00%</b>

**TRANSFER TO RESERVE**

Company had transferred the profit of Rs. 14,65,151.00/- for the year ended 31<sup>st</sup> March 2023.

**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 2023, 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 2023 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 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 does not offer himself for reappointment.

**\*Mr. Ravi Sharma**, Director and Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship committee (DIN: 02543805) is appointed as an Independent Non- Executive Director of the Company. The office of Mr. Ravi Sharma as Non-Executive Independent Director had been vacated due to completion of his tenure as an Independent Director w.e.f. 07<sup>th</sup> August 2023.

**\*Mrs. Pooja Kataria**, Woman Director and Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship committee (DIN: 08189945) is appointed as an Independent Non-Executive Woman Director of the Company. The office of Mrs. Pooja Kataria as Non-Executive Independent Director had vacated due to completion of her tenure as an Independent Director w.e.f. 07<sup>th</sup> August 2023.

**Mr. Vishnu Sharma** has been appointed as Chief Financial Officer of the Company.

**\*Ms. Rimika Talesara (ACS-43461)** is a Company Secretary and Compliance Officer (Whole-time Key Managerial Personnel) w.e.f. 18<sup>th</sup> July 2023.

**\*Mr. Bala Satyanarayana Ganguapati** (DIN- 00509488), has resigned as Director (Non-Executive & Independent) on the Board of the Company w.e.f. 05<sup>th</sup> August 2023.

**Mr. Vurakaranam Rama Krishna** (DIN- 00700881), appointed as a Director (Non-Executive) on the Board of the Company.

**\*Mr. Varanasi Guruvenkta Subbaraya Sharma** (DIN: 06622222), appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. 07<sup>th</sup> August 2023.

**\*Mr. Srikant Sastri** (DIN: 00036188), appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. 07<sup>th</sup> August 2023.

**\*Mr. Rama Mohana Rao Bandlamudi** (DIN: 00285798), appointed as an Additional Non-Executive Director on the Board of the Company w.e.f. 07<sup>th</sup> August 2023.

**\*Ms. Deepali Anantha Rao** (DIN: 07774254), appointed as an Additional Non-Executive Director on the Board of the Company w.e.f. 07<sup>th</sup> August 2023.

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's 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 Eight Board Meetings, four Audit Committee Meetings, one Nomination and Remuneration Committee Meeting and one Stakeholders Relationship Committee meeting 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 16-05-2022, 10-08-2022, 29-08-2022, 31-08-2022, 30-09-2022, 14-11-2022, 01-12-2022 and 14-02-2023 and Date of Audit Committee Meetings are 16-05-2022, 10-08-2022, 14-11-2022 and 14-02-2023 and Date of Nomination and Remuneration Committee Meeting is 31-08-2022 and Date of Stakeholders Relationship Committee meeting is 31-07-2022.

#### **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 the 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 of 31<sup>st</sup> March 2022 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**

In accordance with Sections 134(3)(a) and 92(3) of the Act, the annual return in form MGT-7 is placed on the website of the Company [www.sudev.co.in](http://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 were appointed on Twenty Seventh (27<sup>th</sup>) Annual General Meeting had resigned from the office of Auditors w.e.f. 31<sup>st</sup> March 2023.

M/s. GVSD & Co. (Firm Registration No.: 021101C) Chartered Accountants, had appointed as the Statutory Auditors of the Company in casual vacancy w.e.f. 25<sup>th</sup> April 2023 till the conclusion of ensuing Annual General meeting.

#### **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 2022-2023.

#### **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. 2022-2023.

#### **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 31<sup>st</sup> March 2023.

#### **Secretarial Auditors' Report**

The Secretarial Audit Report is annexed as **ANNEXURE-II**. The Secretarial Audit Report for the financial year ended on 31<sup>st</sup> March 2023 containing 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.

#### **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, effective from 31-08-2022:

S.No.	Name	Category	Designation
1	Mr. G.B. Satyanarayana	Non-Executive and Independent Director	Chairmen
2	Ms. Pooja Kataria	Non-Executive and Independent Director	Member
3	Mr. Vurakaranam Ramakrishna	Non-Executive Director	Member

##### **2. Nomination and Remuneration Committee**

In terms of Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, an audit committee has been constituted. Composition of the audit committee as follow, effective from 31-08-2022:

S.No.	Name	Category	Designation
1	Mr. G.B. Satyanarayana	Non-Executive and Independent Director	Chairmen
2	Ms. Pooja Kataria	Non-Executive and Independent Director	Member
3	Mr. Vurakaranam Ramakrishna	Non-Executive Director	Member

### 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, effective from 31-08-2022:

S.No.	Name	Category	Designation
1	Mr. G.B. Satyanarayana	Non-Executive and Independent Director	Chairmen
2	Ms. Pooja Kataria	Non-Executive and Independent Director	Member
3	Mr. Vurakaranam Ramakrishna	Non-Executive Director	Member

### **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 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:**

During the Year under review, the shares of the company were suspended on BSE for trading. Although the Company had received In-principal Approval from BSE for revocation of suspension of shares of the Company and the Company had received the final approval of BSE on 10-04-2023.

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:**

<b>S. No.</b>	<b>Particulars</b>	<b>Status</b>
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.

**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: 04<sup>st</sup> September, 2023**

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

Sd/-  
**Vurakaranam Ramakrishna**  
**Non-Executive Director**  
**DIN: 00700881**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

### **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 Raw Materials. 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: 04<sup>th</sup> September, 2023**

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

**Sd/-  
Vurakaranam Ramakrishna  
Non-Executive Director  
(DIN: 00700881)**





**AJAI KUMAR & ASSOCIATES**  
Company Secretaries  
123A, A-5, Paschim Vihar, Delhi -110063.  
PH. No -011- 49854846, Email Id - [akp14122006@gmail.com](mailto:akp14122006@gmail.com)

**MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023**

[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, 2023 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, 2023** 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.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (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.:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period under review)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; the Securities and Exchange Board of India (Issue and Listing of Non- Convertible Redeemable Preference Shares) Regulations, 2013 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period under review)**
- (f) 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;.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period under review)**
- (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018. - **Not applicable to the Company during the Audit Period.**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder;

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:**

- *Some stock exchange compliances has not made in time. Even some compliance certificates/reports are not updated on stock exchange website. As explained the company has emailed these to the stock exchange. As explained the company had been suspended and the company was unable to upload the documents to the online portal on BSE because of suspension.*
- Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Company's Code for Prevention of Insider Trading, the notice of Closure of Trading Window has not been given to Stock Exchange.



I further report that compliance of applicable financial laws including Direct and GST 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:-**

(i) 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.

(ii) 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.

(iii) All the decisions of the Board and Committees thereof were carried through with requisite majority.

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 complied the provisions of the Act in relation to complete the process of Annual General Meeting during the year.*
- *The Form-SH-7 (Division of share capital) has been not filed during the year. Further some e-Form has been filed late with additional fees.*


Ajai Kumar  
(Practising Company Secretary)

M. No.: 21637

CP No. 8140

Date: 26.08.2023

Place: New Delhi

UDIN: A021637E000869638

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.

Date: 26.08.2023

Place: New Delhi

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

**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, 2023, 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

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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, 2023, and its Profit, 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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, 2023;
  - 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, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("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.

Place : NEW DELHI  
Date : 30/05/2023

For GVSD & Co.  
CHARTERED ACCOUNTANTS  
FRN : 021101C



CA Sunny Goel  
(PARTNER)  
M.NO.555284  
UDIN:-235552846617D2F5696

**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, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

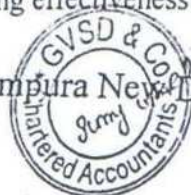
**Management's Responsibility for Internal Financial Controls**

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

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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, 2023, 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.

Place : **NEW DELHI**  
Date : **30/05/2023**

*for* **GVSD & Co.**  
**CHARTERED ACCOUNTANTS**  
**FRN : 021101C**



**CA Sunny Goel**  
**(PARTNER)**  
**M.NO.555284**

UDIN:- 23555284BCYD1F5695

**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 is 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, 2023 except an amount of Rs. 4,41,445/- which is payable to Income tax authority.
  - 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 does not have any previously unrecorded income which shall record in the books of accounts during the year.



Address: KD-137, Ground Floor, Pitampura New Delhi-110034

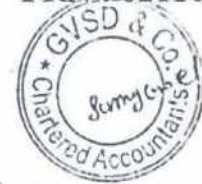
9. According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
10. The Company has not raised any money by way of initial public offer / further public offer (including debt instruments) during the current year.
11. 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.
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 explanations given to us, and based on the examination of the records of the company, the Company has an Internal Audit System commensurate with its nature. We have considered the reports of the Internal Auditor for the period under Audit.
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. There has not been any resignation of the statutory auditor during the year.
18. According to the information and explanations given to us, and based on the examination of the records of the company, no material uncertainty exists as on the date of audit report.
19. The company has not transferred any unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.
20. The Consolidated Financial Statement is not applicable to the company as it does not have any Holding/ Subsidiary/ Associate/ Joint venture during the financial year.
21. The Company does not have any Term Loan during the year.



22. The Company does not hold any Immovable property where title deeds are not in the name of the company or where lease agreements are not executed in the favour of the company.
23. The Company does not hold any Benami Property.
24. According to the information and explanations given to us, the company does not have any borrowings from banks or financial institutions on the basis of security of current assets.
25. According to the information and explanations given to us, no funds have been advanced or loaned or invested by company to any intermediary and no funds have been received by the company to act as intermediary.
26. The Company is not covered under section 135 of the Companies Act, 2013 for CSR activities.
27. The Company has not traded or invested in Crypto currency or virtual currency during the financial year.
28. Net worth of the Company is negative as on 31<sup>st</sup> March, 2023.

Place : NEW DELHI  
Date : 30/05/2023

for GVSD & Co.  
CHARTERED ACCOUNTANTS  
FRN :- 021101C



CA Sunny Goel  
(PARTNER)  
M.NO.555284

UDIN:- 23555284 0610107F 5695

**SUDEV INDUSTRIES LIMITED**  
**BALANCE SHEET AS AT MARCH 31, 2023**

Rupees in Hundred

Particulars	Note No.	Rupees in Hundred	
		As At 31/03/2023	As At 31/03/2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment		NIL	NIL
(b) Capital Work In Progress		NIL	NIL
<b>(c) Financial Assets</b>			
(i) Trade Receivables		NIL	NIL
(ii) Loans	2	-	31,132.19
(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
<b>Total Non-Current Assets</b>		-	31,132.19
<b>Current assets</b>			
(a) Inventories		NIL	NIL
<b>(b) Financial Assets</b>			
(i) Trade Receivables	3	29,081.67	3,750.00
(ii) Cash and cash equivalents	4	161.89	464.93
(iii) Loans		NIL	NIL
(iv) Other Financial Assets		NIL	NIL
(c) Advance Income Tax Assets (Net)		NIL	NIL
(d) Other Current Assets	5	5,106.53	3,252.66
<b>Total Current Assets</b>		34,350.09	7,467.59
<b>Total</b>		34,350.09	38,599.78
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	6	278,817.50	350,073.75
Share Forfeiture Account	7	71,256.25	-
Other Equity	8	(378,207.09)	(392,858.59)
<b>Total Equity</b>		(28,133.34)	(42,784.84)
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings		NIL	NIL
(ii) Other Financial Liabilities		NIL	NIL
<b>(b) Provisions</b>			
<b>Total Non-Current Liabilities</b>		-	-
<b>Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	9	-	35,500.00
(ii) Trade Payables		NIL	NIL
(iii) Other Financial Liabilities		NIL	NIL
<b>(b) Other Current Liabilities</b>			
(c) Provisions	10	58,983.43	45,884.62
	11	3,500.00	-
<b>Total Current Liabilities</b>		62,483.43	81,384.62
<b>Total Liabilities</b>		62,483.43	81,384.62
<b>Total Equity and Liabilities</b>		34,350.09	38,599.78

In terms of our attached report of even date  
For GVSD & Co.

Chartered Accountants & Co.  
FRN : 02110165



CA Sunny Goel  
(PARTNER)  
M. NO. : 555284  
UDIN:- 23555284BGYDIF5695

Date: 30/05/2023  
Place: New Delhi

For SUDEV INDUSTRIES LIMITED

*Rajiv Agarwal*  
*Pooja Kataria*

Rajiv Agarwal Pooja Kataria  
(Director) (Director)  
DIN: 00929463 DIN: 08189945

*Vishnu Sharma*

Vishnu Sharma  
(Chief Financial Officer)  
PAN: ENWPS7286D

**SUDEV INDUSTRIES LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

Rupees in Hundred

Particulars	Note No.	For Year Ended 31/03/2023	For year Ended 31/03/2022
I Revenue from Operations	12	91,109.70	-
II Other Income		-	-
III Total Income (I+II)		91,109.70	-
IV EXPENSES			
Cost of material consumed		-	-
Purchase of Stock in Trade		-	-
Changes in inventory of finished goods & Work-in-Progress		-	-
Employee Benefits Expenses	13	4,672.26	1,875.00
Finance Cost		-	-
Depreciation and Amortization Expenses		-	-
Other Expenses	14	68,285.93	13,020.81
Total Expenses (IV)		72,958.19	14,895.81
V Profit/(Loss) before Exceptional Items and Tax (III-IV)		18,151.51	(14,895.81)
VI Exceptional Items		-	-
VII Profit/(Loss) Before Tax (V-VI)		18,151.51	(14,895.81)
VIII Tax Expense:			
(a) Current Tax		3,500.00	
(b) Previous year's tax adjustment			11,025.36
(c) Deferred Tax			
IX Profit/(Loss) for the Period (VII-VIII)		14,651.51	(25,921.17)
X Earning per Equity Share :			
Basic (in Rs.)		0.01	-0.01
Diluted(in Rs.)		0.01	-0.01

In terms of our attached report of even date

For GVSD & Co.

Chartered Accountants

FRN : 021101



CA Sunny Goel  
(PARTNER)

M. NO. : 555284

UDIN:- 23555284BGYDIF5695

Date: 30/05/2023

Place: New Delhi

For SUDEV INDUSTRIES LIMITED

*Rajiv Agarwal*

Rajiv Agarwal  
(Director)  
DIN: 00929463

*Pooja Kataria*

Pooja Kataria  
(Director)  
DIN: 08189945

*Vishnu Sharma*

Vishnu Sharma  
(Chief Financial Officer)  
PAN: ENWPS7286D

**SUDEV INDUSTRIES LIMITED**  
CASH FLOW STATEMENT AS AT MARCH 31, 2023

Rupees in Hundred

Particulars	As At	As At
	31/03/2023	31/03/2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) After tax	14,651.51	(25,921.17)
Profit on Sale Of Land	-	-
Loss on Building	-	-
Loss on Sale of Plant	-	-
Bad debts written off	-	-
Operating Profit/ (Loss) before working capital changes	14,651.51	(25,921.17)
Adjustment for		
Inventories		
Increase in Current Assets	27,185.54	(4,488)
Increase in current Liabilities	(18,901.19)	21,786
Cash generated from operations	46,086.72	(26,274.66)
Net Cash from operating activities	(31,435.22)	353.49
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets/ Capital Expenditure	-	-
Sale of Fixed Assets	-	-
Net Cash used in Investing Activities	-	-
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
repayment of Loans	(31,132.19)	-
Increase in short term borrowings	-	-
Net Cash used in/ from Financing Activities	(31,132.19)	-
Total	(303.03)	353.49
Net increase/decrease in cash and cash equivalent		
Opening balance of cash and cash equivalent	464.93	111.43
Closing balance of cash and cash equivalent	161.90	464.93

In terms of our attached report of even date  
For **GVSD & Co.**

Chartered Accountants  
FRN : 021101C



**CA Sunny Goel**  
(PARTNER)

M. NO. : 555284  
UDIN:- 23555284BGYDIF5695

Date: 30/05/2023  
Place: New Delhi

For **SUDEV INDUSTRIES LIMITED**

*Rajiv Agarwal*  
*Pooja Kataria*

Rajiv Agarwal  
(Director)  
DIN: 00929463

Pooja Kataria  
(Director)  
DIN: 08189945

*Vishnu Sharma*

**Vishnu Sharma**  
(Chief Financial Officer)  
PAN: ENWPS7286D



## SUDEV INDUSTRIES LIMITED

### Notes forming part of the financial statements

#### NOTE 2

#### Financial Assets - Loans

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Loans & Advances to Others Unsecured, LOANS & ADVANCES	-	31,132.19
<b>Total</b>	-	<b>31,132.19</b>

#### NOTE 3

#### Trade Receivables

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Trade Receivables Unsecured, Considered Good Procon Other Trade Receivable (Old)	25,331.67 3,750.00	3,750.00
<b>Total</b>	<b>29,081.67</b>	<b>3,750.00</b>

#### NOTE 4

#### Cash and cash equivalents

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
CENTRAL BANK Cash in Hand	94.92 66.97	447.96 16.97
<b>Total</b>	<b>161.89</b>	<b>464.93</b>

#### NOTE 5

#### Other Current Assets

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
TDS Receivable OTHERS GST ITC	5,106.53 - -	- 1,130.00 2,122.66
<b>Total</b>	<b>5,106.53</b>	<b>3,252.66</b>



*Approval*

*Phatani*

*Vishu*

## SUDEV INDUSTRIES LIMITED

### Notes to the Financial Statements

#### Note no. 6 Share Capital

Particulars	As At 31/03/2023		As At 31/03/2022	
	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	500,000.00	5,000,000	500,000.00
Issued, Subscribed & Paid-up Share Capital: 27,88,175 Equity Shares of Rs. 10/- each	2,788,175	278,817.50	4,213,300	421,330.00
Less:- Calls in Arrear by others		0.00		71,256.25
		<b>278,817.50</b>		<b>350,073.75</b>

#### Note no. 7 Share Forfeiture Account

Particulars	As At 31/03/2023		As At 31/03/2022	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Shares Forfeited:- 1425124 Partly Paid Equity Shares	1,425,125	71,256.25		
		<b>71,256.25</b>		<b>0</b>



*Rajeshwar*

*Pratima*

*[Signature]*

## SUDEV INDUSTRIES LIMITED

### Notes forming part of the financial statements

#### NOTE 8

##### Other Equity

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Profit and Loss Opening	(392,859)	(366,937)
Amount Transferred From Statement of P&L	14,652	(25,921)
<b>Closing Balance</b>	<b>(378,207)</b>	<b>(392,859)</b>
<b>Total</b>	<b>(378,207)</b>	<b>(392,859)</b>

#### NOTE 9

##### Current Liabilities - Financial Liabilities - Borrowings

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Loans repayable on demand		
Others		
Unsecured	-	35,500.00
Short term Loan		
<b>Total</b>	<b>-</b>	<b>35,500.00</b>

#### NOTE 10

##### Other Current Liabilities

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Other Current Liabilities		
Due to Directors	17,050.23	14,813.57
Other Payable	33,380.86	26,656.60
Duties & Taxes Payable	8,552.34	4,414.45
<b>Total</b>	<b>58,983.43</b>	<b>45,884.62</b>

#### NOTE 11

##### Provisions

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Provision for Income Tax	3,500.00	-
<b>Total</b>	<b>3,500.00</b>	<b>-</b>

  
*Rajaram*      *Khatwani*

*V.S.*

## SUDEV INDUSTRIES LIMITED

### Notes forming part of the financial statements

#### NOTE 12

##### Revenue from operation

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Sales	-	-
Other INCOME		
Consultancy Receipts	91,109.70	-
<b>Total</b>	<b>91,109.70</b>	<b>-</b>

#### NOTE 13

##### Employee Benefit Expenses

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Salary, Wages & Bonus		
SALARY	4,672.26	1,875.00
<b>Total</b>	<b>4,672.26</b>	<b>1,875.00</b>

#### NOTE 14

##### Other expenses

Rupees in Hundred

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs.)	Amount (Rs.)
Administrative and General Expenses		
Advertisement Expenses		
Rent Expenses	1,200.00	1,200.00
Advertisement Expenses	307.20	214.40
Telephone Expenses	42.36	22.60
Printing & Stationary Expense	75.00	172.60
Postage	119.00	-
Audit Fees	200.00	100.00
Conveyance Expense	116.23	46.95
Custodial/ RTA Fees	872.78	457.20
General Expenses	113.00	-
Office Expenses	193.07	314.80
Bank Charges	21.77	27.26
BSE FEES	29,790.85	9,435.00
MCA Filing Fees	34,207.50	360.00
Legal/Professional Charges	915.00	670.00
Balance Written Off/Written Back	112.19	-
<b>Total</b>	<b>68,285.93</b>	<b>13,020.81</b>



Rajeshwar. Purohit

[Signature]

## 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**

-2-

Continued to Note No.1A

**NOTES TO ACCOUNTS:**

- a) Contingent Liabilities : Rs. 26,31,810 pertaining to AY 2012-13  
Rs. 2,72,92,401 pertaining to AY 1995-96  
Income-tax demand raised against which Appeal has been filed to  
Commissioner of Income-Tax (Appeals)
- 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) The trading in securities of the company was suspended by BSE. However, the Company had paid all the arrears to BSE in full and Suspension was revoked by BSE. Total Listing fees paid to BSE for that period has been debited to Profit & Loss Statement.
- h) **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 |
| Mr. Bala Satyanarayana Ganugapati | > | Director |
| Mr. Vurakaranam Rama Krishna      | > | Director |

**Transaction with the related parties**

Name of the Related Party	Nature of Transaction	Current Year 2022-23	Previous Year 2021-22
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 2022-23	Current Year 2021-22
Profit/(Loss) after tax as per statement of profit & loss	14,65,151	(25,92,100)
Weighted average No. of Equity Shares	4213300	4213300
Nominal Value of Shares (Rs.)	10/-	10/-
Basic & diluted earning per share (Rs.)	0.53	(0.62)

*Rajiv Agarwal*

*V. Sharma*



*P. Kataria*

**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>2022-23</u>	<u>2021-22</u>
a) Audit Fees	20000.00	10000.00
b) Expenditure in foreign currency:	Nil	Nil
c) Earning in Foreign Exchange	Nil	Nil

k) Ratio Analysis:

Sr. No	Ratio	Formula	31/03/2023	31/03/2022	Remarks
1	Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	0.55	0.09	Change in the ratio compared to previous year is due to change in current liabilities
2	Debt Equity Ratio	$\frac{(\text{Long term Borrowing} + \text{Short term Borrowing})}{(\text{Share Capital} + \text{Reserves} \& \text{Surplus})}$	NIL	-0.83	Change in the ratio compared to previous year is due to change in borrowings during the year
3	Debt Service Coverage Ratio	$\frac{\text{EBIDTA}}{(\text{Long term Borrowing} + \text{Short term Borrowing})}$	NIL	-0.42	Change in the ratio compared to previous year is due to change in borrowings during the year
4	Return on Equity Ratio	$\frac{\text{Profit/Loss After Tax}}{\text{Shareholder's Equity}}$	-52.08%	-60.58%	Change in the ratio compared to previous year is due to profit during the year
5	Inventory Turnover Ratio	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventory}}$	NIL	NIL	No Inventory
6	Trade Receivables Turnover Ratio	$\frac{\text{Net Sales}}{\text{Average Trade Receivables}}$	NIL	NIL	No Sales during the year
7	Trade Payables Turnover Ratio	$\frac{\text{Net Credit Purchase}}{\text{Average Trade Payables}}$	NIL	NIL	No Credit Purchases during the year
8	Net Capital Turnover Ratio	$\frac{\text{Net Annual Sales}}{(\text{Total current assets} - \text{Total current liabilities})}$	-3.24	NIL	Change in the ratio compared to previous year is due to change in turnover during the Year
9	Net Profit Ratio	$\frac{\text{Net Profit}}{\text{Revenue}} * 100$	16.08	NIL	Change in the ratio compared to previous year is due to change in turnover during the Year
10	Return on Capital				The Net-Worth of the

*Approved.*

*[Signature]*



*[Signature]*

	Employed	EBIT = ..... *100 (Total Assets - Current Liabilities)	NIL	NIL	Company is negative the Return on Capital Employed is NIL
11	Return on Investments	Net Income = ..... *100 Cost of Investments	NA	NA	No investments

The accompanying notes are an integral part of the financial statements

For GVSD & Co.

Chartered Accountants  
FRN: 021101



CA Sunny Goel  
(Partner)

M.No.:- 555284

UDIN:- 23555284B6YDIF5695

Place : New Delhi  
Date : 30/05/2023

For & On behalf of the Board  
SUDEV INDUSTRIES LIMITED

*Rajiv Agarwal*      *Pooja Kataria*

Rajiv Agarwal  
Director  
DIN: 00929463

Pooja Kataria  
Director  
DIN: 08189945

*Vishnu Sharma*  
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**