

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

Date: Wednesday, 21st June 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: Postal Ballot Notice.

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)

Dear Sir,

Pursuant to Regulation 30 of SEBI LODR Regulations, please find enclosed herewith Postal Ballot Notice dated 20th June 2023 (“Notice”) together with the Explanatory Statement thereto seeking approval of the Shareholders to approve “Appointment of Statutory Auditor to fill casual vacancy”, through Postal Ballot by remote e-voting only.

In pursuance of the relevant Circular(s) issued by the Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to the Shareholders of the Company whose email IDs are registered with the Company/ Depositories as on Friday, 16th June 2023 (“Cut-Off Date”).

The Postal Ballot Notice is also available on the website of the Company at www.sudev.co.in and on the website of CDSL at www.evotingindia.com.

The remote e-voting will commence from Thursday, 22nd June 2023 (9:00 A.M. IST) and will end on Friday, 21st July 2023 (5:00 P.M. IST). The results of the Postal Ballot will be announced on or before Tuesday, 25th July 2023.

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,
For Sudev Industries Limited

Rajiv Agarwal
Whole Time Director
DIN: 00929463

SUDEV INDUSTRIES LIMITED

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

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

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]

Dear Shareholder(s),

NOTICE is hereby given to the Shareholders of Sudev Industries Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013, (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Secretarial Standard - 2 on General Meetings (“the SS-2”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021, 3/2022 dated 05th May, 2022 and 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), and other applicable laws, rules and regulations, that the resolution as set out in this notice, is proposed for consideration by the Shareholders through postal ballot by remote e-voting only (“remote e-voting”).

SPECIAL BUSINESS:

1. Appointment of Statutory Auditor to fill casual vacancy.

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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the “Board”), approval of the Shareholders be and is hereby accorded for the appointment of M/s. GVSD & Co., Chartered Accountants (Firm Registration No. 021101C), to fill the casual vacancy caused by the resignation of M/s. AGAP & Co., Chartered Accountants (Firm Reg. No.015555C).

RESOLVED FURTHER THAT M/s. GVSD & Co., Chartered Accountants (Firm Registration No. 021101C), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 25th April 2023, until the conclusion of the 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

By Order of the Board
For Sudev Industries Limited

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

Date: Tuesday, 20th June 2023
Place: Noida

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

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and reasons for the proposed resolution is annexed herewith.
2. The Notice is being sent to all the members whose names appear in the Register of Members/List of Beneficial Owners as on the record date i.e. Friday, 16th June 2023.
3. Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given under the e-voting instructions.
4. The Board of Directors of the Company have appointed Mr. Inder Mohan Singh (Membership No. 087877) of M/s. Gupta Jalan & Associates, Practising Chartered Accountant, as Scrutinizer to scrutinise the remote e-voting process in a fair and transparent manner.
5. Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Whole-Time Director of the Company or to any other person authorized by him not later than two (2) working days from the conclusion of e-voting.
6. The results of e-voting will be announced on or before Tuesday, 25th July 2023, and the same will be placed on the Company's website at www.sudev.co.in and on the website of CDSL at www.evotingindia.com. The results shall also be communicated to the Stock Exchanges i.e. BSE at www.bseindia.com, where the equity shares of the Company are listed.
7. In terms with the provisions of the General Circular number 39/2020, 14/2020, 17/2020 & all other applicable laws and circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Notice of Postal Ballot is being sent via mail to all those Shareholders who have registered their e-Mail IDs with the company.
8. The Notice is also placed on the website of the Company at www.sudev.co.in and on the website of CDSL at www.evotingindia.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited at www.bseindia.com.
9. All relevant documents referred to in this Notice will be open/available for inspection through electronic mode by the Members of the Company during working hours on all working days upto and including the last day for remote e-Voting i.e., Friday, 21st July 2023. Any member seeking to inspect the documents can send an e-mail to info@sudev.co.in with subject line "Inspection of Documents" from their registered email address mentioning their Name, Folio Number/ DP ID & Client ID.
10. As per the MCA Circulars, physical copies of the Notice are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only.
11. In compliance with regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and sections 108, 110 of the Companies Act 2013 and the Rules made there under, the company has provided facility to the members to exercise their votes electronically and the members may vote on all resolutions stated in this postal ballot through the e-voting facility provided by CDSL.

12. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of Postal Ballot Notice and dispatch thereof will be published in at least one English Language and one Vernacular Language Newspaper circulating in Noida, Uttar Pradesh.
13. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date will only be entitled to vote on the Resolution(s) set forth in this Notice. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
14. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed on the last date of the remote e-voting process i.e., Friday, 21st July 2023.
15. GENERAL INSTRUCTIONS:
 - a. There will be one e-voting for every client ID No. / Folio No. irrespective of the number of joint holders.
 - b. Voting rights in the Postal Ballot / e-voting cannot be exercised by Proxy.
 - c. In terms with the provisions of the General Circular number 39/2020, 14/2020, 17/2020 & all other applicable laws and circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), it may be noted that e-voting is the only mechanism for voting which can be used by the members to cast their votes.
 - d. The voting period commences on and from Thursday, 22nd June 2023 (9:00 A.M. IST) and will end on Friday, 21st July 2023 (5:00 P.M. IST).
 - e. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on the cut-off date i.e. Friday, 16th June 2023.
 - f. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

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

- (i) The voting period begins on Thursday, 22nd June 2023 (9:00 A.M. IST) and will end on Friday, 21st July 2023 (5:00 P.M. IST). 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 Friday, 16th June 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 09th December 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.

- (iv) 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.
- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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	<ol style="list-style-type: none"> 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 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 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

	<p>and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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</p>

	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 .

(vi) 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.
- 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • 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.

Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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.
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (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 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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: inder17.1965@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or contact at 022- 23058738 and 022-23058542/43.

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 01: Appointment of Statutory Auditor to fill casual vacancy:

The company had appointed M/s. AGAP & Co., Chartered Accountants (Firm Reg. No.015555C) as Statutory Auditor of the Company at the 27th Annual General Meeting held on 31st December 2020 to hold office from the conclusion of the 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting.

M/s. AGAP & Co., Chartered Accountants (Firm Reg. No.015555C) tendered their resignation dated 31st March 2023 due to pre-occupation with other assignments and not being in a position to devote their time to the affairs of the company with immediate effect.

Subsequently in compliance with Section 139(8) of Companies Act 2013 and on the recommendation of the Audit Committee, M/s. GVSD & Co., Chartered Accountants (Firm Registration No. 021101C) were appointed by the Board of Directors of the Company as the Statutory Auditors of the Company to hold office from 25th April 2023 till the conclusion of the ensuing Annual General Meeting of the Company to be held in calendar year 2023.

Further in compliance with Section 139(8), the said appointment of Statutory Auditor to fill the casual vacancy by the Board of Directors of the Company is to be confirmed by the Shareholders of the Company within a period of 3 months from the date of the Board Meeting. Accordingly, the Board of Directors have proposed to ratify the appointment of M/s. GVSD & Co., Chartered Accountants as Statutory Auditors of the Company and recommend this resolution for approval of the shareholders of the company to be passed as an **Ordinary Resolution**.

M/s. GVSD & 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 the Companies Act, 2013 and further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 141 of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

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.

By Order of the Board
For Sudev Industries Limited

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

Date: Tuesday, 20th June 2023
Place: Noida