

Date: December 03, 2022

To
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

Scrip Code: 506003

Dear Sir/Madam,

Sub: Annual Report and Notice of the 43rd Annual General Meeting ('AGM')

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year ended 2021-22 containing inter alia Notice of the 43rd AGM of the Company scheduled to be held on Monday, 26th December, 2022 at 3:00 p.m., IST, at the Registered office situated at A-5 MIDC Ambad Industrial, Mumbai-Nashik Highway, Nashik – 422 010

The Notice of AGM along with the Annual Report for the financial year 2021-22 is being sent to the Members and is also available on the website of the Company.

This is for your information and records.

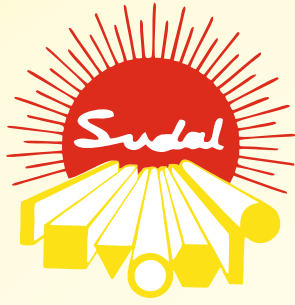
For Sudal Industries Limited

SHYANTANU
SUDARSHAN
CHOKHANI

Digitally signed by
SHYANTANU
SUDARSHAN CHOKHANI
Date: 2022.12.03
16:29:09 +05'30'

Shyantanu S Chokhani
Director
DIN: 02444142

Encl: As above

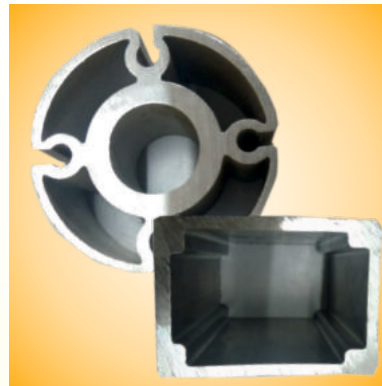


SUDAL INDUSTRIES LIMITED

CIN : L21541MH1979PLC021541



43rd ANNUAL REPORT 2021-22



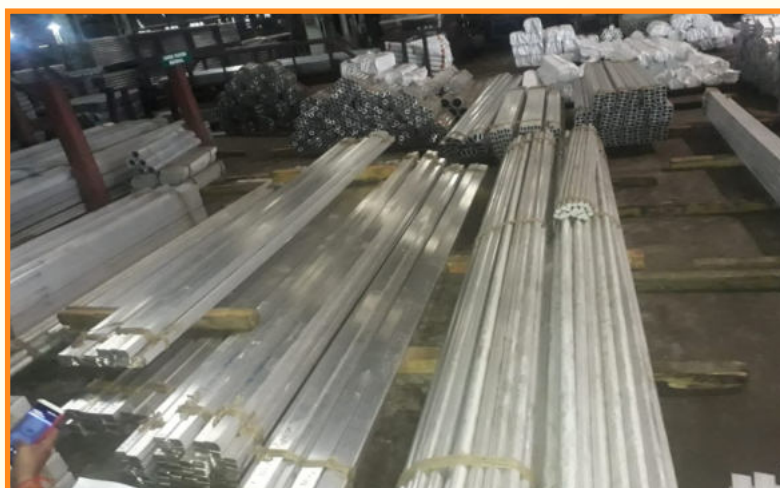
TÜV

• ISO/TS 16949:2009 • DIN EN ISO 9001:2008
• BS OHSAS 18001:2007 • ISO 14001:2004
• SA 8000:2008 • ISO 50001:2011
• Certified Company



SUDAL INDUSTRIES LIMITED

CIN : L21541MH1979PLC021541



Corporate Information

FOUNDER AND PROMOTER DIRECTOR

Late Shri. Shriram Chokhani [1924-2010]

BOARD OF DIRECTORS

Shri Sudarshan S Chokhani (Managing Director)
 Shri Shyantanu S Chokhani (Non-Executive Director)
 Shri Mukesh V Ashar (Whole time Director & CFO)
 Shri Jal S Thanawala (Independent Director)
 Ms Neha Dhuru (Independent Director)
 Shri Lalit Maharshi (Independent Director)
 Shri Ramana Prasad (Company Secretary and Compliance Officer)

CORPORATE MANAGEMENT TEAM

Shri Debasis Acharya (Chief Executive Officer)
 (w.e.f 01/06/2022)

Shri Rajendra Shah (Chief Marketing Officer)

Shri Kishore Dulla (Commercial Manager)

REGISTERED OFFICE & PLANT

A-5 MIDC, Ambad Industrial Estate,
 Mumbai Nashik Highway, Nashik-422010, Maharashtra
 Tel No 91-253-6636200/201
 E-mail: nashik@sudal.co.in

CORPORATE OFFICE

26A, Nariman Bhavan, 227, Nariman Point,
 Mumbai 400021 Tel No 91-22-61577100/177
 E-mail: mumbai@sudal.co.in/mvashar@sudal.co.in

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private limited C101,247 Park,
 L B S Marg Vikhroli West, Mumbai -400083
 Tel No 91-22-49186000 Fax No 91-22-49186060
 E Mail :rnt.helpdeck@linkintime.co.in
 Web site www.linkintime.co.in

STATUTORY AUDITORS

Bagaria & Co LLP Chartered Accountants
 701 Stanford, Junction of S V Road & Barfiwala Marg
 Andheri (W), Mumbai 400058.

BANKERS

Canara Bank, Mumbai

SOLICITORS & ADVOCATES

India Law Alliance
 Surya Mahal, 1st Floor,
 S Burjori Bharucha Marg,
 Fort, Mumbai -400023

43rd ANNUAL GENERAL MEETING

On December 26, 2022 at 3:00 P.M. AT A- 5 MIDC, Ambad Industrial Area, Mumbai Nashik Highway Nashik 422010

Page No.	Content
02	Notice
14	Board Report
25	Management Discussion and analysis
37	Independent Auditors' Report
47	Balance Sheet
48	Statement of Profit & Loss Accounts
49	Cash Flow Statement
51	Significant Accounting Policies & Notes forming part of the Financial statements.



NOTICE

NOTICE is hereby given that the Forty Third (43rd) Annual General Meeting ("**AGM**") of Sudal Industries Limited will be held on Monday, December 26, 2022 at 3:00 p.m., IST, at the Registered office situated at A-5 MIDC Ambad Industrial, Mumbai Nashik Highway, Nashik – 422 010 to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 comprising of Balance Sheet as at March 31, 2022, Statement of Profit and Loss and Cash Flow for the year ended as on that date and Notes to Accounts as at together with the Reports of the Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Mr. Sudarshan Chokhani (DIN: 00243355), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To approve re-appointment of statutory auditors and fix their remuneration. In this regard, to consider, and if thought fit to pass 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 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force) and recommendation of the Audit Committee of the Board, M/s Bagaria & Co. LLP, Chartered Accountants, (Firm Registration Number:113447W/W-100019) be and is hereby reappointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of 43rd AGM till the conclusion of the 48th AGM at a remuneration to be decided by the Board of Directors in consultation with the Auditors and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

4. **Ratification of Remuneration payable to Cost Auditors:**

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

"RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rule, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and recommendation of the Audit Committee of the Board, the payment of remuneration of ¹ 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actuals to M/s Hemant Shah & Associates, Cost Accountants ICWAI Firm Registration No.: 000394 who have been reappointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules 2014, for the Financial Year ended March 31, 2023 be and is hereby ratified."

5. **Re-Appointment of Mr. Mukesh Ashar (DIN: 06929024) as Whole-Time Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule V of the Act and, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and, Articles of Association of the Company and, subject to such approvals, permissions and sanctions as may be required and, subject to such conditions and modifications as may be prescribed or imposed by any authorities in granting such approvals, sanctions and permissions, and, pursuant to recommendation of the Nomination and Remuneration Committee of the Board, Mr. Mukesh Ashar (DIN: 06929024), be and is hereby reappointed as the Whole-Time Director of the Company, for a period of Three years with effect from December 8, 2022 to December 7, 2025, liable to retire by rotation, on such terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (herein after referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said appointment and/or the remuneration as it may deem fit and as may be acceptable to Mr. Mukesh Ashar, exceeding the limits specified under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all the acts, deeds, matters and things which are necessary to give effect to the reappointment of Mr. Mukesh Ashar as a Whole-Time Director of the Company."

**By order of the Board of Directors
For Sudal Industries Limited**

**Place: Mumbai
Date: November 25, 2022**

**Sudarshan Chokhnai
Managing Director
DIN: 00243355**

NOTES:

1. A statement setting out the material facts relating to special business to be transacted at the meeting pursuant to section 102(1) of the Companies Act, 2013 is annexed here to. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of Directors seeking appointment/reappointment at the Annual General Meeting is furnished as **Annexure A** to the notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOTLESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the Total Share Capital of the Company carrying voting rights. Member holding more than 10% of the Total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. Corporate Members intending to send their representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. Only confide members of the Company whose names appear on the register of member/proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting.
5. In case of joint holders attending the Meeting, any such joint holder who is higher in the order of names will be entitled to vote.
6. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Link Intime (India) Private Limited having their registered office at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083.
7. Register of Members of the Company shall remain closed from Monday, December 19, 2022 to Monday, December 26, 2022 (Both days inclusive).
8. Members who wish to seek clarification on accounts, are requested to address their queries to the Registered Office of the Company at least seven days prior to the date of Annual General Meeting, to enable the Management to make available the relevant information at the Annual General Meeting to the extent possible.
9. Members are requested to bring their copy the Annual Report to the Annual General Meeting.
10. A brief resume of Director proposed to be re-appointed at the Annual General Meeting, as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings is annexed hereto.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. Members are requested to write to the Company at mvashar@sudal.co.in.
12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled in to M/s. Link Intime (India) Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.



13. Members are requested to:
- intimate to the Company's Registrar and Transfer Agents, M/s. Link Intime (India) Private Limited at the above mentioned address of changes if any, in the registered address at an early date, in case of shares held in physical form;
 - intimate to the respective Depository Participants, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
 - send their email ID's to the Registrar and Share Transfer Agent of the Company/to the Company (for members holding shares in physical form);
 - send/update their email ID's to the Depository Participant/Registrar and Share Transfer Agent of the Company (for members holding shares in Demat Form);
 - quote their Folio numbers/Client ID/DP ID in all their correspondences;
 - approach the Company to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
 - get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee; and
 - to bring their copies of the Annual Report, Notice and Attendance slip to the General Meeting. No copies will be distributed at the Meeting as a measure of economy.
14. Please note that in terms of SEBI Circulars No. MRD/DoP/Cir-05/2009 dated May 20, 2009 and No. SEBI/MRD/DoP/SE/ RTA/ Cir03/2010 dated January 7, 2010, it is mandatory for the shareholders holding shares in physical form to submit self-attested copy of PAN card in the following cases:
- Surviving joint holders' PAN Cards for deletion of name of deceased shareholder;
 - Legal heirs' PAN Cards for transmission of shares; and
 - Joint holders' PAN Cards for transposition of shares.
- In compliance with the aforesaid circulars, requests without attaching copies of PAN card, for deletion/ transmission and transposition of shares of the Company in physical form will be returned under objection.
15. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the Electronic copy of the Annual Report for the Financial Year 2021-22 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2022 are being sent in the permitted mode.
16. Electronic copy of the Notice of the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
17. Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for the Financial Year 2021-22 will also be available on the Company's website www.sudal.co.in. The physical copies of the same will remain open for inspection at the Registered Office of the Company during business hours on working days, upto the date of the Annual General Meeting.
18. In terms of Section 91 of the Companies Act, 2013 and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Cut-off Date for the purpose of the remote e-voting of Annual General Meeting is Monday, December 19, 2022.
19. Mr. Jayesh Shah, Practising Company Secretary (Membership No. FCS 5637), Partner, M/s Rathi & Associates, Company Secretaries in practice has been appointed as the Scrutinizer for conducting e-voting and physical ballot process at the AGM in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by physical voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The results shall be declared within two working days from conclusion of the AGM. The results along with the report of the Scrutinizer shall be placed on the website of the Company www.sudal.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited.

Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited ('NSDL') i.e. Remote e-voting. The facility for voting through ballot paper, will also be made available at the venue of the Annual General Meeting and the members attending the Annual General Meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, December 23, 2022 at 09:00 A.M. and ends on Sunday, December 25, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, December 19, 2022, may cast their vote electronically. 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, being Monday, December 19, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period voting during the meeting. If you are 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 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



	<p>site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period voting during the meeting.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for e-Voting and for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@sudal.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjeev Yadav, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@sudal.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@sudal.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company, on recommendation of Audit Committee of the Board, had approved the reappointment of M/s Hemant Shah & Associates, Cost Accountants (Firm Registration No. 000394)) as the Cost Auditors of the Company to conduct the audit of the cost accounts maintained by the Company for Financial Year ended March 31, 2023.

In accordance with the provision of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditor Rule), 2014, the remuneration payable to the Cost Auditors require to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to Cost Auditors for the Financial Year 2022-23 by Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested financially or otherwise in the proposed Resolution as set out in the Notice.

The Board recommends the matter pertaining to ratification of remuneration payable to Cost Auditors by way of an Ordinary Resolution as set out in the Notice for approval of the Members of the Company.

ITEM NO. 5

The Members at the Thirty Eighth Annual General Meeting held on September 24, 2017, had approved the re-appointment of Mr. Mukesh V Ashar as Whole-Time Director of the Company for a period of five years with effect from December 8, 2017 to December 7, 2022.

The tenure of reappointment of Mr. Mukesh V Ashar is expiring on December 7, 2022. Considering the long term association of the Company, expertise in the finance, accounts and taxation possessed by him to handle the responsibilities of the Whole-Time Director, the Board of Directors of the Company at its meeting held on November 25, 2022 has pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the members, approved reappointment of Mr. Mukesh V Ashar as the Whole-Time Director for a period of three years with effect from December 8, 2022 to December 7, 2025.

The Whole-Time Director shall also be a Key Managerial Personnel under the provisions of Section 203(1) of the Act.

Mr. Mukesh V Ashar is presently the Chief Financial Officer of the Company and is associated with the Company since last 30 years. He is a member of the Institute of Chartered Accountant of India and possesses sound knowledge of Accounting, Taxation, Banking, as well as other domain, such as marketing and business development. The Board of Directors of your Company, after considering his qualifications, experience and overall industry exposure, and responsibilities to be undertaken by him, including acting as the occupier of the Company's factory, in terms of the provision of Section 2 (n) of the Factories Act, 1948, it is thought fit to reappoint Mr. Mukesh V Ashar as Whole-Time Director of the Company for a period of three years with effect from December 8, 2022 to December 7, 2025 and shall continue to be the Chief Financial Officer of the Company.

The terms and conditions including remuneration payable to Mr. Mukesh Ashar, Whole Time Director are set out below:

1. The Whole Time Director shall not be entitled to receive the Directors sitting fees for attending the meetings of the Board of Directors or any committee thereof as appointed by the Board or under any statute.
2. The Pecuniary relationship of the Whole Time Director is to the extent of the transactions being carried out with related parties in the ordinary course of business.
3. Remuneration payable to the Whole Time Director is as follows:

Sr. No.	Particulars	Remuneration payable per annum (in INR)
1	Gross Salary	780000
2	LTA	35000
3	Medical	20000
4	Bonus	35000
	Total	870000



Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the Remuneration payable to Mr. Mukesh V Ashar, Whole Time Director of the Company is placed before the members in the Annual General Meeting of the Company for seeking approval.

Your Directors recommend the Resolution at Item No. 5 as Special Resolution for approval of members.

Apart from Mr. Mukesh V Ashar, Whole Time Director, who would be interested in his reappointment and remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, deemed to be concerned or interested in Resolution No. 5 of the Notice.

Considering the loss during the year, the remuneration proposed is within the prescribed limit of Section II, Part II of Schedule V of the Companies Act, 2013.

Further the additional information as required by Section II, Part II of Schedule V of the Companies Act, 2013 is given below:

I. General information:

Sr. No.	Particulars	Information			
1	Nature of industry	Aluminum and aluminum based products			
4	Financial performance based on given indicators	Rs in Lakhs			
5	Foreign investments or collaborations, if any.		2021-22	2020-21	2019-20
		Sales	12894.42	8176.01	9201.18
		Profit / (loss) after tax	(955.61)	(1382.08)	(2857.26)
		Nil			

II. Information about the appointee:

Sr. No.	Particulars	Information
1	Background details	Mr. Ashar is a member of the Institute of Chartered Accountants of India having experience of more than 35 years in the field.
2	Past remuneration	Rs. 7,08,000 /- per annum plus other persquisites as per the policy of the company
3	Recognition or awards	Nil
4	Job profile and his suitability	Started as Finance Manager handling Accounts, Finance & Taxation,
5	Remuneration proposed	Rs. 7,80,000/- per annum plus other persquisites as per the policy of the company
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration of the Whole time Director is comparable with the other peers in the Industry.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	NA

Other information:

Sr. No.	Particulars	Information
1	Reasons of loss or inadequate profits	The Company's performance was affected by universal recessionary trend from 2008 onwards
2	Steps taken or proposed to be taken for improvement	The Revival of Economic schemes announced \implemented by the Centrl Govnt., is enabling the Company improving the performance
3	Expected increase in productivity and profits in measurable terms	3- 5 years

**Annexure A**

Information required with respect to the appointment / re-appointment of a Director under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 issued by the Institute of Company Secretaries of India.

Sr. No.	Particulars	Information	
		2	5
1	Resolution No.	2	5
2	Name of the Director	Mr. Sudarshan Chokhani	Mr. Mukesh Ashar
3	Designation	Managing Director	Whole-Time Director
4	DIN	243355	6929024
5	Date of first appointment on the Board	September 1, 2015	December 8, 2014
6	Age	68 Years	68 Years
7	Qualifications	B.Com and Diploma EPS	Member of the Institute of Chartered Accountants of India
8	Brief resume	Has been in the business of Aluminium since 1965 started carried on initially as agent of Hindalco Industries and then from 1980 set up Unit manufacturing for Aluminum Extrusions	Since 1987 has been associated with Company handling the Finance, taxation and Accounts.
9	Experience	More than 50 years	More than 35 years
10	Nature of expertise in specific functional areas	Manufacturing and marketing of tailor made products for end users, MNC and Large Business Houses	Handling of Accounts and Finance
11	Relationships between Directors, Manager or Key Managerial Personnel of the Company	Father of Shyantanu S Chokhani, Non-executive Director	NA
12	Name of listed entities in which the Director holds Directorship	Nil	Nil
13	Name of listed entities in which the Director holds Membership of Committees of the Board	None	None
14	Name of listed entities in which the Director has resigned in the past three years	NA	NA
15	Terms and conditions of appointment	From the date of conclusion of this AGM to conclusion of next AGM	For the period of 3 years up to 7 th December 2025. However, his office shall be liable to retire by rotation.
16	Details of remuneration sought to be paid	In the absence of adequate profit to pay minimum remuneration as per Schedule V of Companies Act, 2013	Such remuneration as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013

17	Details of the remuneration last drawn	Rs.350000 PM	Rs. 59000 PM
18	Shareholding in the Company	1523087	NIL
19	Number of meetings of the Board Attended during the year	6	6

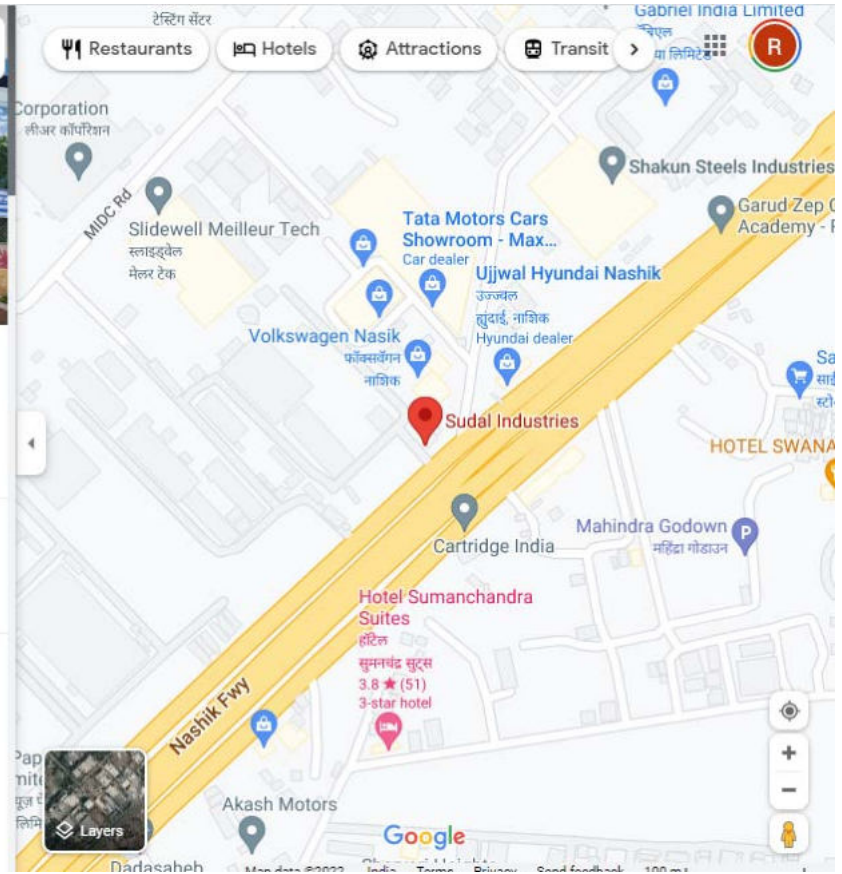
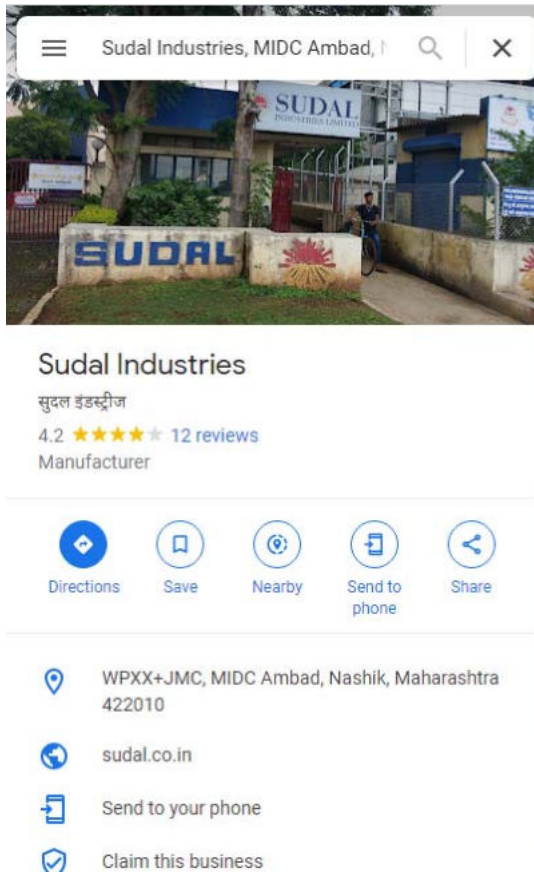
By order of the Board of Directors
For Sudal Industries Limited

Place: Mumbai

Date: November 25, 2022

Sudarshan Chokhnai
Managing Director
DIN: 00243355

ROUTE MAP:





Directors Report

To
The Members,
Sudal Industries Limited

Your Directors present the Forty Third (43rd) Annual Report of the Company together with the Audited Statement of Accounts for the year ended March 31, 2022.

FINANCIAL RESULTS:

The Company's performance during the year ended March 31, 2022 as compared to the previous Financial Year, is summarized below:

(Rs. in Lacs)

Particulars	For the financial year ended 31st March, 2022	For the financial year ended 31st March, 2021
Total Revenue	12,905.27	8,222.73
Earnings before interest, depreciation and tax	926.14	669.49
Less: Interest and Finance Charges	2072.06	1739.04
Less: Depreciation	275.98	291.39
Profit/(Loss) Before Exceptional Item and Taxation	-1421.90	-1360.98
Exceptional Item	461.19	0
Less: Provisions for Current Tax	0	0
Less: Provision for Deferred Tax	0	0
Less :Provision for tax for earlier year	0	-21.82
Profit/(Loss) after Tax	-960.71	-1382.79
Other comprehensive income	5.10	0.72
Total comprehensive income for the year	-955.61	-1382.07

OPERATIONS AND RESULTS:

During the year under review, the revenue from operation was higher by 50% from Rs. 82.22 Crore to Rs. 129.05 Crore. Even the earnings before Interest, Depreciation and Tax was higher by 33% to Rs. 9.26 Crore. However, due to finance cost which was up by 20%, compared to previous financial year, resulted in loss during the year. During the year under review the Company had arrived at one time settlement with Small Industrial Development Bank of India resulting into net waiver of Rs. 4.61 Crore reducing the net loss to Rs. 9.60 Crore compared Rs.13.82 Crore in last year.

Financial creditors of the Company have filed an application under of Insolvency and Bankruptcy Code, 2016 and matter is pending before the Forum. The Company has filed application for the proceedings under Pre-Package Insolvency Resolution Process of Insolvency and Bankruptcy Code, 2016, for resolution of settlement of dues of all the financial creditors. The proposal was approved by Members at the Extra ordinary General Meeting held on 25th February, 2022 and is in the process of arriving at acceptable proposal of settlement of dues of secured and unsecured creditors.

There was no change in the nature of business during the year under review.

DIVIDEND:

Considering the loss in the current Financial Year and accumulated losses, the Board of Directors have not recommended any dividend for the Financial Year under review.

TRANSFER TO RESERVES:

In view of loss incurred during the year under review, the Board of Directors have not recommended transfer of any amount to reserves.

REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the year under review, the Company did not have any subsidiary, associate and joint venture company.

DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

DISCLOSURES UNDER SECTION 134 (3) (i) OF THE COMPANIES ACT, 2013:

During the year under review, the Company had filed an application for initiating Pre-packaged Insolvency Resolution Process as per Section 54A (2) (g) of Insolvency and Bankruptcy Code, 2016.

Except as disclosed elsewhere in this report, no material changes and commitments have occurred between the end of the Financial Year of the Company and date of this report which could affect the Company's financial position.

INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future, except those stated in the Annual Report.

PARTICULARS OF CONTRACTS/ ARRANGEMENTS WITH RELATED PARTIES:

The details of material transactions / contracts / arrangements entered by the Company with related party / parties as defined under the provisions of Section 2 (76) of the Companies Act, 2013, during the Financial Year under review, are furnished in **Annexure - I** and forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

During the year under review, there were no loans, guarantees given and investments made and securities provided on behalf of the others. The details with respect to outstanding loans, guarantees, investments and securities has been furnished in Note No.30 which forms part of the Financial Statements for the year ended March 31, 2022.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT & CORPORATE GOVERNANCE REPORT:

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is attached and marked as **Annexure - II**, forms part of this Report.

MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:**BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of the Act, none of the Independent Directors are liable to retire by rotation. As per the provisions of Section 152 of the Companies Act, 2013, Mr. Sudarshan Chokhani (DIN: 00243355), being longest in the office is liable to retire by



rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Necessary proposal for his appointment has been included in the Notice of the ensuing Annual General Meeting of the Company.

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of members, have reappointed Mr. Mukesh Ashar (DIN: 06929024) as the Whole-Time Director of the Company, for a period of three years with effect from December 8, 2022, to December 7, 2025. Necessary resolution for seeking approval of members for reappointment of the said Whole-Time Director is included in the notice of Annual General Meeting.

Mr. Debasis Acharya, the Chief Operating Officer of the Company was appointed as the Chief Executive Officer of the Company with effect from June 1, 2022. Apart from the appointment of Chief Executive Officer and reappointment of Whole-time Director, there were no change in the Directors and Key Managerial Personnel of the Company.

DECLARATIONS BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

In the opinion of the Board, each of the Independent Director possess requisite integrity, expertise, and experience for acting as an Independent Director of the Company.

All the Independent Directors who are required to undertake the online proficiency self-assessment test as contemplated under Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, have complied with the same.

DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

a. BOARD MEETINGS:

The Board of Directors met 6 times during the Financial Year ended March 31, 2022 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

The dates on which the Board of Directors met during the Financial Year under review are as under:

- May 28, 2021
- August 14, 2021
- October 06, 2021
- November 13, 2021 (adjourned and held on November 14, 2021)
- January 22, 2022
- February 14, 2022 (adjourned and held on February 23, 2022)

The time interval between two Board meetings did not exceed the maximum permissible limit prescribed under the Act and applicable laws.

b. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2022 the Board of Directors hereby confirms that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- such accounting policies have been selected and applied 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 at the Financial Year ended March 31, 2022 and of the loss of the Company for that year;
- proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- the annual accounts of the Company have been prepared on a going concern basis;
- the internal financial controls laid down have been followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

c. NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee of Directors reconstituted in accordance with the provisions of Section 178 of the Act.

The composition of the said Committee as on March 31, 2022 was as under:

Sr. No	Particulars	Members
1	Mr. Jal Thanawala	Non-Executive Independent Director (Chairman)
2	Ms. Neha Dhuru	Non-Executive Independent Director (Member)
3	Mr. Lalit Maharshi	Non-Executive Independent Director (Member)
4	Mr. Sudarshan S Chokhani	Executive Director (Member)

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Major criteria defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company, are as under:

- Minimum Qualification
- Positive Attributes
- Independence
- Experience

The Policy is also available on the Company's web-site i.e. www.sudal.co.in.

The Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

d. AUDIT COMMITTEE:

The Audit Committee of Directors constituted under the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 confirms the compliance of the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

The Audit Committee as on March 31, 2022 comprised of:

Sr. No	Particulars	Members
1	Ms. Neha Dhuru	Non-Executive Independent Director (Chairperson)
2	Mr. Jal Thanawala	Non-Executive Independent Director (Member)
3	Mr. Sudarshan Chokhani	Executive Director (Member)

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Audit Committee.



The Company Secretary acts as the Secretary of the Audit Committee.

e. STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the year under review, pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of the Company constituted the Stakeholder's Relationship Committee, comprising of the following members as on March 31, 2022:

Sr. No	Particulars	Members
1	Mr Sudarshan S Chokhani	Non-Executive Director (Chairman)
2	Mr. Jal Thanawala	Non-Executive Independent Director (Member)
3	Ms. Neha Dhuru	Non-Executive Independent Director (Member).

The Company Secretary acts as the Secretary of the Stakeholders' Relationship Committee.

VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Board of Directors of the Company has, pursuant to the provisions of Section 178 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral, and legal conduct of business operations.

BUSINESS RISK MANAGEMENT:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations, or circumstances, which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual / strategic business plans and in periodic management reviews.

ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, the directors individually, as well as the evaluation of all Committees. The manner in which evaluation has been carried out is detailed in **Annexure - III**, which forms part of this Report.

INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws, and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

DISCLOSURE UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year under review has been furnished and marked as **Annexure - IV**.

AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2022:

The observations made by the Statutory Auditors in their report for the Financial Year ended March 31, 2022 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. APPOINTMENT OF STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Bagaria & Co. LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019), the Statutory Auditors of the Company, hold office up to the conclusion of the 43rd Annual General Meeting.

Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force) and recommendation of the Audit Committee of the Board, Bagaria & Co. LLP, Chartered Accountants, (Firm Registration Number:113447W/W-100019) proposed to be reappointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of 43rd Annual General Meeting till the conclusion of the 48th Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit. Accordingly, a resolution seeking members' approval for appointment of Bagaria & Co. LLP, Chartered Accountants is included in the Notice of the ensuing Annual General Meeting.

The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company.

c. FRAUD REPORTING:

During the year under review, there were no instances of material fraud falling under Rule 13 (1) of the Companies (Audit and Auditors) Rule, 2014, reported by the Statutory Auditors of the Company during the course of the Audit conducted.

d. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED MARCH 31, 2022:

In terms of the provisions of Section 204 read with Section 134 (3) of the Companies Act, 2013 and the rules made thereunder (including any statutory enactments thereof), the Board had appointed M/s. Rathi and Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the Financial Year 2021-22. Secretarial Audit Report issued by M/s Rathi and Associates in Form MR-3 for the Financial Year 2021-22 is appended as **Annexure - V** to this Report.

The observations made by the Secretarial Auditors in their report for the Financial Year ended March 31, 2022 read with the explanatory notes therein are as follows:

- a) Pursuant to Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the prior intimation to stock exchange for the Board meeting held on August 14, 2021 was not submitted within the stipulated time period.
- b) Pursuant to Regulation 33, Schedule III & BSE Circular No. DCS/COMP/28/2016-17 dated March 30, 2017 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the financial results for the quarter ended December 31, 2021 was not submitted within the stipulated time period."

Explanation or comments from the Board under Section 134 (3) of the Companies Act, 2013 on the observations made by the Secretarial Auditors are as follows:

As regards delay in submission of intimation and results, the same was due to technical glitches been faced by the Company in uploading the data. However, wherever the Exchanges levied the penalties as per SOPs the Company has made the payment of such fees.

e. COST AUDITORS:

Pursuant to the provision of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditors for auditing the cost and other relevant records of the Company.

In accordance with the said provisions and as per the recommendation of the Audit Committee, the Board of Directors at their meeting dated November 25, 2022 re-appointed M/s. Hemant Shah & Associates, Cost Accountants (Firm Reg. No. 000394),



as the Cost Auditors of the Company for the Financial Year 2022-23 on a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) for the applicable Product Groups. As required under the Companies Act, 2013, the remuneration payable to the Cost Auditors is required to be placed before the Members in the General Meeting for their ratification. Accordingly, a Resolution seeking members' ratification for remuneration payable to M/s. Hemant Shah & Associates, Cost Auditors is included in the Notice of the ensuing Annual General Meeting.

OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the Financial Year ended March 31, 2022 made under the provisions of Section 92 (3) of the Act is available on the website of the Company at www.sudal.co.in under the section "Annual Return 2021-22".

b. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure - IV** which forms part of this Report.

c. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social responsibility policy) Rules, 2014 were not applicable to your Company during the Financial Year 2021-22 and accordingly compliances with respect to the same were not applicable to the Company during the year under review.

d. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has adopted a policy on prevention, prohibition, and redressal of sexual harassment at workplace and has also established an Internal Complaints Committee, as stipulated by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder. No case pertaining to sexual harassment at workplace has been reported to Company during the Financial Year 2021-22.

e. GENERAL:

The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions or applicability on these items during the year under review:

- **DISCLOSURE UNDER SECTION 43 (a) (ii) OF THE COMPANIES ACT, 2013:**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43 (a) (ii) of the Act read with Rule 4 (4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

- **DISCLOSURE UNDER SECTION 54 (1) (d) OF THE COMPANIES ACT, 2013:**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54 (1) (d) of the Act read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

- **DISCLOSURE UNDER SECTION 62 (1) (b) OF THE COMPANIES ACT, 2013:**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62 (1) (b) of the Act read with Rule 12 (9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

DISCLOSURE UNDER SECTION 67 (3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by

employees under a scheme pursuant to Section 67 (3) of the Act read with Rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is in compliance with the mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

SERVICE OF DOCUMENTS THROUGH ELECTRONIC MEANS:

Subject to the applicable provisions of the Companies Act, 2013, all documents, including the Notice and Annual Report shall be sent through electronic transmission in respect of members whose email IDs are registered in their demat account or are otherwise provided by the members. A member shall be entitled to request for physical copy of any such documents.

INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, the Company had filed an application for initiating Pre-packaged Insolvency Resolution Process as per Section 54A (2) (g) of Insolvency and Bankruptcy Code, 2016". The application provides for mode and methods for settlement of dues of each of the financial creditors. Further, the said application pending for admission by the NCLT.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION:

The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof are as under:

The Company has initiated the Prepackage Insolvency Resolution process under Section 54A of IBC, on the basis of various parameters under the said Act. hence, though there is a difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions the same is not applicable since the matter is pending before the competent authority.

**DISCLOSURE UNDER SCHEDULE V OF THE COMPANIES ACT, 2013: CORPORATE GOVERNANCE:**

Sr. No.	Particulars	Mr. Sudarshan Chokhani (Managing Director)	Mr. Mukesh Ashar (Chief Financial Officer and Whole-Time Director)	Mr. Prasanna Ramdas (Company Secretary)
I.	Elements of remuneration			
1	Salary	4200000	708000	336000
2	Benefits	Nil	52000	Nil
3	Bonuses	Nil	35000	Nil
4	Stock Options	NA	NA	NA
5	Pension	NA	NA	NA
II.	Additional Details			
1	Details of fixed component	4200000	795000	336000
2	Details of performance linked incentives along with the performance criteria	NA	NA	NA
III.	Additional Details			
1	Service Contracts	5 Years	3 years	NA
2	Notice Period	90 days	90 days	90 days
3	Severance Fees	90 days Salary	90 days salary	90 days salary
IV.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	NA	NA	NA

ACKNOWLEDGMENTS AND APPRECIATION:

The Board of Directors take this opportunity to thanks the Customers, Shareholders, Suppliers, bankers, Business partners/Associates, Financial Institutions and State Governments for their consistent support and encouragement to the Company.

**For & on behalf of the Board of Directors
of Sudal Industries Limited**

Sd/-
Sudarshan S Chokhani
Managing Director
DIN: 00243355

Sd/-
Mukesh V Ashar
Whole-time Director & Director
DIN: 06929024

Date: November 25, 2022
Place: Mumbai

Sr. No.	Annexure
I	Form AOC- 2
II	Management Discussion and Analysis Report
III	Statement on manner of Evaluation of Board Of Directors, Committee and Individual Directors
IV	Disclosure for ratio of remuneration of each Director to the Median Employee's Remuneration and other details as per Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014
V	Form No. MR-3
VI	Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

**ANNEXURE I****Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of material contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

During the year under review all the material contracts/arrangements/ transactions were on arm's length basis.

1. Details of material contracts or arrangement or transactions at arm's length basis:

- Rent at the rate of Rs. 250000 PM from October, 2021 with the option for renewal right for subsequent 22 months and 10% increase in rent after end of initial period of 11 month

Registered Office

A-5 MIDC Ambad Industrial Area,
Mumbai Nashi Highway, Nashik -422010

Date: November 25, 2022

Place: Mumbai

**For and on behalf of the Board of Directors of
Sudal Industries Limited**

Sd/-

Sudarshan S Chokhani
Managing Director
DIN: 00243355

Sd/-

Mukesh V Ashar
CFO & DIRECTOR
DIN: 06929024

ANNEXURE – II

MANAGEMENT AND DISCUSSION ANALYSIS

Aluminium Market Size, Market Share, Application Analysis, Regional Outlook, Growth Trends, Key Players, Competitive Strategies and Forecasts, 2022 To 2030

- Aluminum is approximately 10%-40% lighter than steel. Aluminum helps the vehicle to enhanced acceleration, improved braking, and superior handling. The stiffness of aluminum offers instant and specific control. Aluminum has the capacity of energy absorption in vehicle's front and back crumple, along with the light weight property it ensures the improved safety, as it can stop at a short distances, and prevent collisions. Nearly 90% of automotive aluminum can be recycled. Aluminum acts as a fuel efficient component in vehicle, it makes the vehicle 24% lighter than those with steel components. Which in turn helps to save 15% in fuel consumption.

Aluminum market in the automotive industry was valued at US\$ 35,453.3 Mn in 2020, and is expanding at a CAGR of 7.4% from 2021 to 2029. Government regulations on fuel pricing and carbon emission reduction in developed countries are expected to be the growth drivers of aluminum materials in the automotive industry. The versatility of aluminum products and the processes used to manufacture them allow automotive designers to incorporate aluminum in a wide range of products, such as engine, transmission and driveline, heat transfer, wheels and brakes, structural components of vehicles, and others. Beyond the designing flexibility, aluminum's greatest competitive advantage rests with its ability to reduce a vehicle's weight without any loss in performance. Although the cost of aluminum compared to steel is a competitive disadvantage, the technology being developed, combined with the lifecycle economies aluminum offers can offset this factor. Aluminum usage in automotive applications has grown substantially. The global demand for aluminum has been increasing, and it is now the second most widely used metal after steel in the automotive industry.

The report titled Aluminum Market in Automotive Industry - Growth, Future Prospects and Competitive Analysis, 2021 - 2029 offers strategic insights into the aluminum market in the global automotive industry along with the market size and estimates for the duration 2019 to 2029. The said research study covers in-depth analysis of multiple market segments based on vehicle type, application, product form, and cross-sectional study across different geographies. The study covers the comparative analysis of different segments for the years 2020 & 2029. The report also provides a prolific view on market dynamics such as market drivers, trends, restraints and opportunities. The report incorporates a separate section highlighting key trends analysis of the overall automotive aluminum market.

In order to help the strategic decision makers, the report also includes profiles of the leading automotive aluminum manufacturers, their business strategies and key developments. Some of the major players profiled in the report are Alcoa Inc., Aleris International, Aluminum Corporation of China Limited, BHP Billiton Limited, Constellium NV, Kaiser Aluminum Corp., Norsk Hydro ASA, Novelis Inc., United Company Rusal Plc., Vedanta Resources Plc, and Vimetco N.V. The section further includes a brief on key strategies adopted by the major players operating in the market. Other in-depth analysis provided in the report includes:

- Current and future market trends to justify the forthcoming attractive markets within the aluminum market in the automotive industry
- Market driver, market impediments, and their impact on the market growth
- In-depth competitive environment analysis
- Trailing 2-Year market size data (2019 - 2020)
- SRC (Segment-Region-Country) Analysis

Overall, the research study provides a holistic view of the aluminum market in the automotive industry, offering market size and estimates for the period from 2021 to 2029, keeping in mind the above mentioned factors.

The SUVs and crossovers segment was the major segment of aluminum market in the automotive industry in 2020 and is projected to grow with a CAGR of 7.3% from 2021 to 2029; followed by compact cars segment, which was another major lucrative segment of aluminum market in the automotive industry in 2020. Asia Pacific and Europe are the largest market for the vehicle types and is expected to remain the largest region in forecast period. The growth is majorly driven by the rise in disposable income and a major positive shift towards average amount of spending done on automotive interiors.

Cast aluminum was the largest market segment and accounted for more than 70% of aluminum market in the automotive industry in 2020. Casting is a modest and economical method, and can be used as multipurpose in forming aluminum into



various products. The aluminum die casting process gives stronger finished parts at a minimum cost. Aluminum casting allows manufacturers to produce complex design parts for different auto parts. Aluminum casting allows manufacturers to produce parts at faster rate. The rolled aluminum segment is anticipated to grow with the highest growth rate from 2021-2029. The applications of sheet or rolled aluminum materials in the structural component of a vehicle is going to increase the demand for rolled aluminum during the forecast period 2021-2029.

Engine was the largest market segment in the automotive aluminum industry in 2020. It accounted for more than 35% of aluminum market in the automotive industry and is projected to grow at the fastest rate in 2029. Aluminum engine block significantly reduces the weight of the engine and assists the vehicle in obtaining a better power to weight ratio. Wheels and brakes is another lucrative market over the forecast period and is expected to grow at the fastest rate between 2021 and 2029. Aluminum wheels are stronger and more delicate. They are strong enough for use in cars, thereby making the vehicles easier to manage, deliver quicker response on applying the brake and accelerator.

Asia Pacific market had the largest share, accounted for more than 35% of the total aluminum market in automotive industry in 2020. Growth in Asia Pacific market is attributed to increase in production of passenger cars and light commercial vehicles in China and India. Government regulations to control CO2 emission have increased the demand for aluminum in the automotive industry. In 2020, Europe was another leading region for aluminum market in the automotive industry. Favorable regulations set by the European Union are projected to induce automobile manufacturers to use lightweight materials, such as aluminum. The automotive industry in Europe is in close cooperation with the European aluminum industry and has developed and introduced numerous innovative lightweight solutions, based on aluminum and aluminum alloys. Through the intensive use of safe and cost-efficient lightweight aluminum concepts, European vehicle manufacturers have taken technological global leadership in making passenger vehicles more lightweight.

Historical & Forecast Period

This study report represents analysis of each segment from 2020 to 2030 considering 2021 as the base year. Compounded Annual Growth Rate (CAGR) for each of the respective segments estimated for the forecast period of 2022 to 2030.

The current report comprises of quantitative market estimations for each micro market for every geographical region and qualitative market analysis such as micro and macro environment analysis, market trends, competitive intelligence, segment analysis, porters five force model, top winning strategies, top investment markets, emerging trends and technological analysis, case studies, strategic conclusions and recommendations and other key market insights.

November 25, 2022
Place: Mumbai

Sudarshan S Chokhani
Managing Director
DIN: 00243355

Mukesh V Ashar
CFO & Director
DIN: 06929024

ANNEXURE III**STATEMENT ON MANNER OF EVALUATION OF BOARD OF DIRECTORS, COMMITTEE AND INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013, the Board carried out the annual performance evaluation of its own performance, all the directors individually, as well as the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Share Transfer Committees of the Board. A Policy named as "Nomination, Remuneration and Performance Evaluation Policy" with structured questionnaire was prepared after taking into consideration inputs received from directors. (Policy is uploaded on the website of the Company www.sudal.co.in).

A separate exercise was carried out to evaluate the performance of individual directors on the parameters set out in the policy. The performance evaluation of Independent Directors was carried out by the entire Board based on parameters such as Qualification, skills and knowledge, leadership qualities, compliance with ethical standards and code of conduct of the Company etc.

The independent directors at a separate meeting carried out the performance evaluation of Non-Executive Directors, Board as a whole and the Audit, Nomination & Remuneration, Stakeholders Relationship and Share Transfer Committees of the Board. The quality, quantity, and timeliness of flow of information between the Company management and Board were also evaluated. Performance of Non – Executive Directors was evaluated on parameters such as Qualification, leadership skills, steps initiated towards business development, steps initiated towards branding of the Company, exercising duties diligently, etc.

Performance of the Board as a whole was evaluated on parameters such as composition with right mix of skills and knowledge, whether the board receives regular updates on production, marketing and financials and takes all necessary steps to ensure that the operations of the organization are sound and reviews the organizations performance in carrying out a stated mission on a regular basis, whether Board Meeting are conducted in a manner that encourages open communication, meaningful discussions and timely resolution of issues, members of the Board meets applicable independence requirement, etc.

Performance of the Committees of the Board were evaluated on parameters such as efficiency and effectiveness of the systems in the Company, consideration of matters and concerns raised by the members in the meeting, committee's accomplishments with respect to performance objectives, redressal of complaints and grievances, co-ordination with other Committees and Board, adherence to the Company's policies and internal procedures etc.

the Board of Directors have expressed their satisfaction with the evaluation process.

Registered Office

A-5 MIDC Ambad Industrial Area,
Mumbai Nashi Highway, Nashik -422010

Date: November 25, 2022

Place: Mumbai

**For and on behalf of the Board of Directors of
Sudal Industries Limited**

Sd/-

Sudarshan S Chokhani
Managing Director
DIN: 00243355

Sd/-

Mukesh V Ashar
CFO & DIRECTOR
DIN: 06929024

**ANNEXURE IV****DISCLOSURE FOR RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

I. Median Remuneration: Rs. 2,20,000 Per Month

II. Ratio of the remuneration of each Director & KMP to the median remuneration of the Employees of the Company for the Financial Year 2021-22, the percentage increase in remuneration of Director /KMP during the Financial Year 2021-22.

Sr. No.	Name of Director /KMP	Designation	Ratio of Remuneration of each Director to median remuneration of Employees	Percentage Increase in Remuneration
1	Mr. Sudarshan S Chokhani	Managing Director	1.90:1	
2	Mr. Mukesh V Ashar	Whole-time Director and CFO	3.21:1	10% Prorata for 8 months
3	Mr. Shyantanu Sudarshan Chokhani	Non-executive Director	NA (Non Executive Director not Drawing salary)	NA
4	Mr. Jal Thanawala	Independent Director	NA Independent Director entitled for Meeting fees for attending Board and Committee	NA
5	Ms. Neha Digvijay Dhuru	Independent Director	NA Independent Director entitled for Meeting fees for attending Board and Committee	NA
6	Mr. Lalit Maharshi	Independent Director	NA Independent Director entitled for Meeting fees for attending Board and Committee	NA
7	Mr. Prasanna Vitthal Ramdas	Company Secretary	12.5	NA

- For the purpose of Calculation of median only remuneration pertaining to the employees being part of the Company for the entire Financial Year were considered

Note:

- The Non-Executive Directors of the Company are entitled to receive sitting fees of Rs. 3000 for attending each Board Meeting. He is not appointed on any committee meeting no remuneration is payable.
- Employee for the above purpose includes all employees excluding employees covered under collective bargaining.

III. The percentage increase in the median remuneration of employees in the Financial Year:

During the F.Y. 2021-22 there was no increase in the median remuneration of employees except renewal of wage package of workers.

IV. The Company has 128 permanent Employees on the rolls of Company as on March 31, 2022.

V. Increase in remuneration depends upon factors like Company performance, benchmarking, talent availability and turnover apart from the individual performance of employees

VI. The increase in remuneration of the Key Managerial Personnel is decided on the parameters set out in the Nomination, Remuneration and Performance Evaluation Policy of the Company, which is directly linked to individual performances as well as the performance of the Business.

- VII. The market capitalization of the Company as on March 31, 2022 was Rs 438 Lakhs as compared to Rs 482 lakhs as on March 31, 2021. The price-earning ratio of the Company was -0.39 as at March 31, 2022 and was (-0.35) at March 31, 2021. The closing share price of the Company at BSE limited as on March 31, 2022 being Rs. 5.79 per equity share of face value of 10/- each.
- VIII. There is increase in the salaries of employees/directors' in the Financial Year by 10% prorata for the period of 8 Months
- IX. The key parameters for variable component of remuneration availed by the directors: Nil
- X. None of the employee received remuneration in excess of the highest paid Director.

It is hereby affirmed that the remuneration for the year is as per the remuneration policy of the Company:

Registered Office

A-5 MIDC Ambad Industrial Area,
Mumbai Nashi Highway, Nashik -422010

Date: November 25, 2022

Place: Mumbai

**For and on behalf of the Board of Directors of
Sudal Industries Limited**

Sd/-

Sudarshan S Chokhani
Managing Director
DIN: 00243355

Sd/-

Mukesh V Ashar
CFO & DIRECTOR
DIN: 06929024

**ANNEXURE - V****For RATHI & ASSOCIATES****COMPANY SECRETARI ANN****Form No. MR-3****SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

To
The Members,
Sudal Industries Limited
A-5, M.I.D.C. Ambad Industrial Area,
Mumbai-Nashik Highway,
Nashik - 422010

We have conducted online verification and examination of records, as facilitated by the Company, due to Covid 19 and subsequent lockdown situation for the purpose of the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Sudal Industries Limited** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2022, generally 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2022, according to the provisions of:
 - (i) The Companies Act, 2013 ('the Act') and the rules made there under to the extent applicable;
 - (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 thereunder;
 - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder were not applicable to the Company under the Financial Year under report.
3. Provisions of Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the Financial Year under report:
 - (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (iv) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006 regarding the Companies Act and dealing with client;
 - (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (vi) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
4. We further report that, having regard to the compliance system prevailing in the Company and based on the information provided, the Company has generally complied with other Acts, Laws and Regulations applicable specifically to the Company viz.
- Industries (Development and Regulation) Act, 1951;
 - Factories Act, 1948;
 - Industrial Disputes Act, 1947;
 - Minimum Wages Act, 1948;
 - Payment of Wages Act, 1936;
 - Sale of Goods Act, 1930.

We 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 Listing Agreements entered into by the Company with BSE Limited.

During the Financial Year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except:

- c) Pursuant to Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the prior intimation to stock exchange for the Board meeting held on August 14, 2021 was not submitted within the stipulated time period.
- d) Pursuant to Regulation 33, Schedule III & BSE Circular No. DCS/COMP/28/2016-17 dated March 30, 2017 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the financial results for the quarter ended December 31, 2021 was not submitted within the stipulated time period.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under report.

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.;

We 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.

We further report that the following events took place that had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to hereinabove:



- a) The Company sought approval of its shareholders to file an application for Initiating Pre-Packaged Insolvency Resolution Process of the Company as per Section 54A (2) (g) of Insolvency and Bankruptcy Code, 2016.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**JAYESH SHAH
PARTNER
FCS No.: 5637
COP No.: 2535**

**Date: September 01, 2022
Place: Mumbai**

**P.R. CERTIFICATE NO. 668/2020
UDIN: F005637D000885527**

Note: This report should be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

ANNEXURE – I

To
The Members
Sudal Industries Limited
A-5, M.I.D.C. Ambad Industrial Area,
Mumbai-Nashik Highway, Nashik – 422 010

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

- 1 Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2 We 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 check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
- 3 We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4 Where ever required, we 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. Our examination was limited to the verification of procedures on test basis.
- 6 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.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**JAYESH SHAH
PARTNER
FCS No.: 5637
COP No.: 2535**

**Date: September 01, 2022
Place: Mumbai**

**P.R. CERTIFICATE NO. 668/2020
UDIN: F005637D000885527**

**ANNEXURE VI****CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNINGS AND OUTGO****A. Conservation of Energy**

(1)	Measures taken to Conserve Energy	
a)	Stop 40 Hp Aux Pump motor & replace with 7.5 Hp pump motor.	To reduce electricity consumption
b)	Install 5 Hp Vfd To Press 3 Cooling Tower Fan	To reduce electricity consumption
c)	Replace existing 200 w light with 60 w LED lamp	To reduce electricity consumption
d)	Press 5 hydraulic manifold to replace with New design manifold	To reduce electricity consumption
e)	Use Tyre pyrolysis oil in place of furnace oil	To reduce Fuel Cost
f)	To buy maximum readymade billets of required extrusion alloys from primary procedures	To reduce cost of production, energy conservation & recovery.

(2) Steps taken by the company for utilising alternate sources of energy;

(3) Additional Investment Proposed

a)	Install Automatic Operated air Control Valve for homo furnace	To Reduce LPG Consumption
b)	Replace Blower motor From 7.5 HP to 5.0 Hp.	To Reduce Electricity Consumption
c)	Replace Billet Heater Conventional Burner With Ratio control Valve PID operated burner system.	To Reduce LPG Consumption

4) Impact of (I) and (II) Above:

We reduce the power consumption, Maximum Demand & improve efficiency.

Reduce the cost and improve the recovery and quality of the finished product.

FORM A

Disclosure of particulars with respect to conservation of energy

Sr No.	Particulars	Current Year 2021-22	Previous Year 2020-21
A	Power and Fuel Consumption		
B			
1.	Electricity		
A)	Purchased (Units)	3555343	3290446
	(Total Amount ₹)	31386100	29252240
	(Average rate/Unit-₹)	8.83	8.89
B)	Own Generation		
(i)	Through Diesel Generator (Units)	—	—
	Units/litres of Diesel Oil	—	—
	(cost/Unit-₹)	—	—
(ii)	Through Gas (Units- Kgs)		
	(Total Amount ₹)	—	—
	Cost per Kg	—	—
2	Gas Purchased units	473512	283280
	(Total Amount ₹)	29135044	97580401
	Cost per Kg	61.53	34.53
3	Coal (Specify Quantity & where used) Qty (Tons)	—	—
	(Total cost ₹)	—	—
	(Average Rate/Ton- ₹)	—	—
4	Natural Pipe Gas (Quantity-Kg)	102233	—
	Total Amount-₹)	5552530	—
	(Average rate/Kg-₹)	54.32	—
5	Other (Internal Generation) (Quantity)	—	—
	(Total Cost)	—	—
	(Average cost/Unit-₹)	—	—
B	Consumption per ton of production		
-	Electricity		
-	Gas (Units)	212.45	212.45
	Aluminium Billets (For casting) (Kgs)	108.08	108.08
	Alloy		
	Coal		
	Others (Specify)		

**B.**

Efforts made towards technology absorption	For the year under review no new efforts were made
Benefits derived like product improvement, cost reduction,	No benefits derived
product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year):	
Details of technology imported	No technology imported
Year of import	-
Whether the technology has been fully absorbed	Technical assistance for extrusion die.
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Design, manufacturing and correction. Extrusion ageing homogenizing etc., maintenance practices recommended by Reynolds, Germany have been put to practices as per the training to engineer of the Company.
Expenditure incurred on Research and Development	-

(C) Foreign exchange earnings and Outgo:

The Company is exploring the possibility of export of its products. However, exports are not competitive with that of the domestic market.

The Company has neither earned nor expended any amount in foreign exchange.

Registered Office

A-5 MIDC Ambad Industrial Area,
Mumbai Nashi Highway, Nashik -422010

Date: November 25, 2022

Place: Mumbai

For and on behalf of the Board of Directors of Sudal Industries Limited

Sd/-

Sudarshan S Chokhani
Managing Director
DIN: 00243355

Sd/-

Mukesh V Ashar
CFO & DIRECTOR
DIN: 06929024

Independent Auditor's Report

To The Members of Sudal Industries Limited Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Sudal Industries Limited** ("the Company"), which comprises of Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by in terms of their report referred to in the other matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Material Uncertainty related to Going Concern

The Company has been continuously incurring losses over last several years and its net worth stands fully eroded. As explained, due to slackness in demand by user industries, lack of working capital funding and volatility of aluminium price, the Company was/is not able to utilize its production capacity optimally. The management feels that the demand would revive considering various incentive packages announced by the Government of India. The Company has submitted settlement plan to the bank and intend to arrive at settlement under Prepackage Insolvency Resolution Process and expect to convince the bank and other unsecured financial creditors to accept settlement as proposed and accordingly, management believes that it is appropriate to prepare the financial statements on a going concern basis. (Refer note 28)

Emphasis of Matter

Dues receivable in respect of electricity duty and Octroi Duty (grant) aggregating to Rs. 248.16 lakhs have been delayed. The Management expects refund of these amounts on improvement in the current pandemic situation. (Refer note 38)

Our opinion is not modified in respect of matter stated above.

Information Other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Board's Report including Annexures to the Board report, Business responsibility report, Corporate Governance report and Management Discussion and Analysis, but does not include the financial statement and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance



conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However,

future events or conditions may cause the entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Our opinion on the financial statement and our report on the other legal and regulatory requirements below is not modified in respect of this matter.

Other Matter:

We draw your attention to the Note 29 of the financial statements regarding the assessment made by Management relating to impact of COVID-19 pandemic on the operations of the Company.

Our opinion on the financial statements is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report 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 and records.
 - (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
 - (e) On the basis of the written representation received from the directors as on March 31, 2022, taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a Directors 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 "B".



- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- (h) With respect to the matters to be included in the Auditor's report in accordance with the 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. The Company has disclosed the impact of pending litigations on its financial performance in its financial statements. [Refer note no 27 to financial statements]
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv.
 - a) The management has represented that, to the best of their knowledge and belief, no funds other than disclosed in the financial statements (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. [Refer note 55 to financial statements]
 - b) The management has represented, that, to the best of their knowledge and belief, no funds other than disclosed in the financial statements (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. [Refer note 56 to financial statements]
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement.
- V. The Company has not declared or paid dividend during the financial year 2021-22 and hence reporting under Rule 11 (f) of Companies (Audit and Auditors) Rules, 2014 is not applicable.

For **BAGARIA & CO. LLP**
Chartered Accountants
Firm Registration No. **113447W/W-100019**

Vinay Somani
Partner
Membership No. 143503
UDIN: 22143503AMPCMA3542

Place: Mumbai
Date: May 30, 2022

Annexure “A” referred to in “Report on Other Legal and Regulatory Requirements” section of our report to the Members of Sudal Industries Limited for the year ended March 31, 2022 :

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

- i. a. In respect of Company's Property, Plant and Equipment (PPE) and Intangible Assets:
 - A. The Company has maintained proper records, showing full particulars, including quantitative details and situation of PPE and relevant details of right-to-use assets.
 - B. The Company has maintained proper records showing full particulars of intangible assets.
- b. As explained to us, the Company has a phased program for physical verification of the PPE for all locations. In our opinion, the frequency of verification is reasonable considering the size of the Company and nature of its PPE. Physical verification of the assets has been carried out during the year pursuant to the programme in that respect. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements included under property, plant and equipment, (other than properties where the company is lessee and lease agreements are duly executed in favour of the Company), are held in the name of the Company.
- d. The Company has not revalued any of its PPE (including right- of-use assets) and intangible assets during the year and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- e. According to the information and explanations given to us and on the basis of our examination of the books and records of the Company, neither any proceedings have been initiated during the year nor are pending as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable to the Company. [Refer note 51 to financial statements]
- ii. a. The inventories have been physically verified by the management at reasonable intervals during the year. The procedures of physical verification of the inventories followed by the management and its coverage is reasonable and adequate in relation to the size of the Company and nature of its business. As per the information and explanations given to us, no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification of inventories as compared to book records.
- b. According to the information and explanations given to us and on the basis of our examination of the books and records of the Company, the Company has been sanctioned working capital limit in excess of Rs 5 crores which had been overdue and hence quarterly returns or statements has not been filed by the Company with such bank or financial institutions.
- iii. In respect of Investments made provision of guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
 - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year and hence reporting under clause 3(iii)(a) is not applicable to the Company.
 - (b) According to the information and explanations given to us, the Company has not made investment and hence reporting under clause 3(iii)(b) is not applicable to the Company.
 - (c) The Company has not granted any loans or advances in the nature of loans during the year and hence reporting under clauses 3(iii)(c), (d), (e) and (f) of the Order is not applicable to the Company.
- iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has not made investments, granted any loans, provided guarantee and security under Section 185 and 186 of the Act, to the extent applicable and hence reporting under clause 3(iv) of the Order is not applicable to the Company.



- v. In our opinion and according to the information and explanations given to us, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company and hence reporting under clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to rules made by the central government for the maintenance of cost records under sub section 1 of Section 148 of the Act in respect of company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income tax, sales tax, custom duty, duty of excise, value added tax, cess and other statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues mentioned in clause vii (a) above which have been not deposited on account of any dispute except the following:

Name of the statute	Nature of dues	Amount (Rs. in lakhs)	Period to which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	133.03	A.Y. 2013-14	Income Tax Appellate Tribunal, Mumbai
		22.31	A.Y. 2014-15	

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the order is not applicable to the Company. [Refer note 54 to financial statements]
- ix. (a) Based on our audit procedures and on the basis of information and explanations given to us, following is default in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders:

Rs in lakhs

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
Term Loans/ Cash Credit	Canara Bank (erstwhile Syndicate Bank)	3,240.74	Principal	Since October 2014	Refer note 28 of the financial statements
Term Loans/ Cash Credit	Canara Bank (erstwhile Syndicate Bank)	6,693.65	Interest		
Inter-Corporate Deposits	Various Parties	2,799.52	Principal including interest capitalised	Since October 1, Since October 1, 2016	
Term Loan	Small Industries Development Bank of India	398.00	Principal	Since June 2021	Since paid and also Refer note no 32 of the financial statements
		76.59	Interest		

- (b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender. [Refer note 52 to financial statements]
- (c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not taken any term loan during the year and hence reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and based on our examination of the records of the Company, short term funds of Rs. 11,379.85 lakhs have been utilized for long term purposes.
- (e) Based on our audit procedures and on the basis of information and explanations given to us, the Company does not have subsidiary, joint venture and associate and hence reporting under clause 3(ix)(e) of the Order in respect of funds taken from any entity or person on account of or to meet the obligations of subsidiary, joint venture and associate, is not applicable to the Company.
- (f) Based on our audit procedures and on the basis of information and explanations given to us, the Company does not have subsidiary, joint venture and associate and hence reporting under clause 3(ix)(f) in respect of funds raised on the pledge of securities held in its subsidiary, joint venture and associate, is not applicable to the Company.
- x. (a) The Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment, private placement of shares or fully or partly convertible debentures during the year or in the recent past and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- (b) During the year, no report under sub section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed in Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) Based on our audit procedure performed and according to the information and explanations given to us, no whistle blower complaints were received by the Company during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with Section 177 and 188 of the Act and all the details have been disclosed in the financial statements as required by the applicable Accounting Standard. (Refer note 41 to the financial statements)
- xiv. (a) According to the information and explanations given to us and based on our examination of the records of the Company, internal audit system needs to be strengthened in the areas such as receivable management/payable management and human resource to commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedure.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.



- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- (b) In our opinion, there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses of Rs. 1151.67 lakhs during the financial year covered by our audit and in the immediately preceding financial year of Rs. 1137.42 lakhs.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and hence reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans we draw your attention to para "Material uncertainty related to Going Concern" of our auditors report that material uncertainty exist in respect of going concern as on the date of the audit report. However, management feels that the demand would revive considering various incentive packages announced by the Government of India and acceptance of settlement plan by the bank and unsecured lenders as referred in note 28 of the financial statements. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our examination of the records of the Company, there are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under clause 3(xx) (a) and (b) of the Order is not applicable to the Company.

For **BAGARIA & CO. LLP**
Chartered Accountants
Firm Registration No. **113447W/W-100019**

Vinay Somani
Partner
Membership No. 143503
UDIN: 22143503AMPCMA3542

Place: Mumbai
Date: May 30, 2022

Annexure “B” referred to in “Report on Other Legal and Regulatory Requirements” section of our report to the Members of Sudal Industries Limited for the year ended March 31,2022:

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **Sudal Industries Limited** (“the Company”) as of March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 component 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 (ICAI). 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 Act.

Auditors’ 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 on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, 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 entity are being made only in accordance with authorisations of management;(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the entity’s assets that could have a material effect on the financial statements; and (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the organisation from time to time.

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, broadly, 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, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential Component 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: Mumbai
Date: May 30, 2022

For **BAGARIA & CO. LLP**
Chartered Accountants
Firm Registration No. **113447W/W-100019**

Vinay Somani
Partner
Membership No. 143503
UDIN: 22143503AMPCMA3542

Balance Sheet as at 31st March, 2022

Particulars	Note No.	As at 31st March, 2022 Rs. in Lakhs	As at 31st March, 2021 Rs. in Lakhs
A. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	2a	3,974.29	4,187.18
(b) Capital work in progress		213.97	-
(c) Financial assets			
(i) Investments	3	0.08	0.08
(ii) Other financial assets	4	10.14	8.56
(d) Non-current tax assets (net)	5	86.12	78.48
(e) Other non-current assets	6	286.38	293.81
Total-Non current assets		4,570.97	4,568.11
(2) Current assets			
(a) Inventories	7	1,179.49	1,138.07
(b) Financial assets			
(i) Trade receivables	8	881.98	783.10
(ii) Cash and cash equivalents	9	209.84	95.73
(iii) Bank balances other than cash and cash equivalents	10	51.15	7.96
(iv) Other current financial assets	11	13.20	6.34
(c) Other current assets	12	225.45	47.74
Total-Current assets		2,561.12	2,078.94
TOTAL-ASSETS		7,132.09	6,647.05
B. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	13a	736.78	736.78
(b) Other equity	13b	(7,702.19)	(6,746.57)
Total Equity		(6,965.41)	(6,009.79)
(2) Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Other financial liabilities	14	22.26	77.99
(b) Provisions	15	134.28	132.52
Total-Non current liabilities		156.54	210.51
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	-	-	-
(ii) Trade payables	-	-	-
(a) total outstanding dues of micro enterprises and small enterprises	-	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	16	913.40	1,099.72
(iii) Other financial liabilities	17	12,733.90	11,179.61
(b) Other current liabilities	18	228.44	108.19
(c) Provisions	19	65.22	58.81
Total-Current liabilities		13,940.95	12,446.33
TOTAL-EQUITY AND LIABILITIES		7,132.09	6,647.05
Significant Accounting Policies and accompanying notes forming integral part of the financial statements	1 to 57	0.00	0.00

As per our attached report of even date

As per our attached report of even date

For Bagaria & Co. LLP

Chartered Accountants

ICAI Firm Registration No.113447W/W-100019

Vinay Somani

Partner

Membership No.143503

Place: Mumbai

Date: 30th May, 2022

For and on behalf of the Board of Directors

Sudarshan S Chokhani

Managing Director

(DIN:00243355)

Mukesh V. Ashar

Whole time Director & CFO

(DIN:06929024)



Statement of Profit and Loss for the year ended 31st March, 2022

Particulars	Note No.	For the year ended 31st March, 2022 Rs. in Lakhs	For the year ended 31st March, 2021 Rs. in Lakhs
I Revenue from operations	20	12,894.42	8,176.01
II Other income	21	10.85	46.72
III Total Revenue		12,905.27	8,222.73
IV Expenses:			
Cost of materials consumed	22	10,071.54	6,106.81
Changes in Inventories of Finished Goods, Work-in-Progress and stock-in-trade	23	(36.11)	(137.36)
Employee benefits expense	24	425.42	347.01
Finance costs	25	2,072.06	1,739.06
Depreciation and amortization expense	2	275.98	291.39
Other expenses	26	1,518.29	1,236.81
Total Expenses		14,327.17	9,583.71
V Loss before exceptional items and tax		(1,421.90)	(1,360.98)
VI Exceptional items	32	461.19	-
VII Loss before tax		(960.71)	(1,360.98)
VIII Tax Expense:			
Taxation for earlier years		-	21.82
IX Loss for the year		(960.71)	(1,382.80)
X Other comprehensive income			
Items that will not be reclassified to profit or loss-			
Defined benefit plans		5.11	0.72
XI Total comprehensive income for the year		(955.61)	(1,382.08)
Earnings per equity share of face value of Rs. 10 each (Rs.):	34		
Basic & Diluted- Before Exceptional item		(19.30)	(18.77)
Basic & Diluted- After Exceptional item		(13.04)	(18.77)
Significant Accounting Policies and accompanying notes	1 to 57		

forming integral part of the financial statements

As per our attached report of even date

For Bagaria & Co. LLP

Chartered Accountants

ICAI Firm Registration No.113447W/W-100019

Vinay Somani

Partner

Membership No.143503

Place: Mumbai

Date: 30th May, 2022

For and on behalf of the Board of Directors

Sudarshan S Chokhani

Managing Director

(DIN:00243355)

Mukesh V. Ashar

Whole time Director & CFO

(DIN:06929024)

Statement of Cash Flow for the year ended 31st March, 2022

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2022		For the year ended 31st March, 2021	
	Audiited		Audiited	
A. CASH FLOWS FROM OPERATING ACTIVITIES				
Net Loss before taxation and after exceptional item		(960.71)		(1,360.25)
Adjustments for:				
Depreciation and amortization expense	275.98		291.39	
Interest Expense including exceptional items	1,610.87		1,739.04	
Interest payable written back	(10.85)		-	
Loss on sale/ Discard of Property, Plant & Equipment	92.36	1,968.35	100.80	2,131.24
Operating profit/ (loss) before working capital changes		1,007.64		770.99
Adjustments for:				
(Increase)/ decrease in inventories	(41.42)		(288.63)	
(Increase)/ decrease in trade receivables	(98.88)		(89.67)	
(Increase)/ decrease in other assets	(221.91)		(47.65)	
Increase/ (decrease) in trade payables	(170.36)		113.89	
Increase/ (decrease) in other liabilities	72.67	(459.90)	(318.37)	(630.42)
Cash generated from operations		547.74		140.57
Direct Taxes Paid (Net)		(7.64)		(4.93)
NET CASH FROM OPERATING ACTIVITIES		540.09		135.63
B. CASH FLOWS FROM INVESTMENT ACTIVITIES				
Purchase of Property, Plant & Equipment including Pre-operative Expenses		(369.41)		(85.31)
Proceeds from Sale of Property, Plant & Equipment		-		0.18
NET CASH USED IN INVESTING ACTIVITIES		(369.41)		(85.13)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Payment towards One time settlement		(56.58)		-
Repayment towards Borrowings		-		(24.57)
Interest Paid		-		(71.37)
NET CASH USED IN FINANCING ACTIVITIES		(56.58)		(95.94)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		114.11		(45.43)
CASH AND CASH EQUIVALENTS - AT THE BEGINNING OF THE YEAR		95.73		141.16
CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR		209.84		95.73
Significant Accounting Policies and accompanying notes forming integral part of the financial statements	1 to 57			

Notes :

- The above cash flow statement has been prepared by using the indirect method as per Indian Accounting Standard (Ind AS-7)- Statement of Cash Flows.
- Cash and cash equivalents represent cash and bank balances, excludes fixed deposit and dividend account (Refer Note 10).
- Reconciliation between opening and closing balances in the balance sheet liabilities and financial assets (Refer Note 48).

As per our attached report of even date

For Bagaria & Co. LLP

Chartered Accountants

ICAI Firm Registration No.113447W/W-100019

Vinay Somani

Partner

Membership No.143503

Place: Mumbai

Date: 30th May, 2022

For and on behalf of the Board of Directors**Sudarshan S Chokhani**

Managing Director

(DIN:00243355)

Mukesh V. Ashar

Whole time Director & CFO

(DIN:06929024)



Statement of Changes in Equity for the year ended 31st March, 2022

(a) EQUITY SHARE CAPITAL

Rs. in Lakhs

Balance as at March 31, 2021	Changes in equity share capital due to prior period errors	Restated balance as at March 31, 2021	Changes in equity share capital during year	Balance as at March 31, 2022
736.78	-	736.78	-	736.78

Balance as at March 31, 2021	Changes in equity share capital due to prior period errors	Restated balance as at March 31, 2021	Changes in equity share capital during year	Balance as at March 31, 2022
736.78	-	736.78	-	736.78

(b) OTHER EQUITY

Rs. in Lakhs

Particulars	Notes	Reserves and Surplus				Other comprehensive income - Actuarial gain/(loss)	Total
		Revaluation reserve	Capital reserve	Security Premium	Retained earnings		
Balance as at 31st March, 2020	13b	274.77	454.85	325.00	(6,429.55)	10.43	(5,364.50)
Loss for the year		-	-	-	(1,382.80)	-	(1,382.80)
Other comprehensive income for the year (Net)		-	-	-	-	0.72	0.72
Balance as at 31st March, 2021		274.77	454.85	325.00	(7,812.35)	11.15	(6,746.57)
Reveluation Reserve Transferred to Capital Reserve		(274.77)	274.77	-	-	-	-
Loss for the year		-	-	-	(960.71)	-	(960.71)
Other comprehensive income for the year (Net)		-	-	-	-	5.11	5.11
Balance as at 31st March, 2022	13b	0	729.62	325.00	(8,773.06)	16.26	(7,702.18)
Significant accounting policies and accompanying	1 to 57						

As per our attached report of even date

For Bagaria & Co. LLP

Chartered Accountants

ICAI Firm Registration No.113447W/W-100019

Vinay Somani

Partner

Membership No.143503

Place: Mumbai

Date: 30th May, 2022

For and on behalf of the Board of Directors**Sudarshan S Chokhani**

Managing Director

(DIN:00243355)

Mukesh V. Ashar

Whole time Director & CFO

(DIN:06929024)

Notes to the financial statements for the year ended 31st March, 2022

1 Statement of significant accounting policies and practices:

I. Background and Operations

Sudal Industries Limited ("the company") is a public limited company domiciled in India and is incorporated under the provision of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange (BSE)- CIN : L21541MH1979PLC021541.

The registered office of the Company is located at A-5, MIDC, Ambad Industrial Estate, Mumbai Nashik Highway, Nashik - 422010 (Maharashtra).

The Company is engaged in the manufacturing of Aluminium Extrusions and Aluminium based Alloys. The Products are made by melting of Aluminium Ingots into Alloy Billets and further extruded to manufacture extrusions.

II. Significant accounting policies

(a) Basis of preparation of Financial Statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act.

(ii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Companies Act, 2013. Transaction and balances with values have been rounded off in Lakhs. Due to rounding off, the number presented thorough out the financial statement may not add up precisely reflect the absolute figure

(iii) The Ministry of Corporate Affairs ("MCA") notifies new standards / amendments under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below :

- (a) Ind AS 16 – Property, plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022
- (b) Ind AS 37 - Provisions, contingent liabilities and contingent assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022, although early adoption is permitted
- (c) Ind AS 103 – Business combinations – The amendment adds a new exception in Ind AS 103 for liabilities and contingent liabilities.
- (d) Ind AS 109 – Financial instruments – The amendment clarifies which fees an entity includes when it applies the '10%' test in assessing whether to derecognise a financial liability. An entity includes



only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf

The Company is in the process of evaluating the impact of these amendments

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and judgments that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

(i) Contingent liabilities and contingent assets

Contingent liabilities : Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets : Contingent assets are neither recognised or disclosed in the financial statements.

(ii) Measurement of defined benefit obligations

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis. The assumptions used in determining the net interest cost/(income) for defined benefit plans and include the discount rate. Any changes in these assumptions will impact the carrying amount of defined benefit obligations.

(c) Property, plant and equipment

Leasehold Land, Buildings, Plant and Machinery and Electrical Installations are stated at deemed cost less depreciation and impairment, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Other Assets are stated at deemed cost less depreciation.

Depreciation methods, estimated useful lives and residual value

- (i) Leasehold land is under lease arrangement for a period of 99 years commencing from May,1980 to April,2079.
- (ii) On Buildings, depreciation is provided on straight line method at the useful life specified in Schedule II to the Companies Act,2013.
- (iii) On plant and equipment, the depreciation is provided as per the life specified for continuous Industrial unit in Schedule II to Companies Act, 2013.
- (iv) On vehicles, Furniture & Fixtures and Office Equipments, depreciation is provided on written down value method as per the life specified in Schedule II to Companies Act, 2013.

(d) Intangible assets**Computer software**

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation method

The Company amortizes computer software with a useful life using the straight-line method over the period of 2-3 years from the date of acquisition.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

e) Lease**As a lessee****Operating Lease**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(f) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(g) Trade receivables

Trade receivables are recognised at the value of sales less provision for doubtful debt and expected credit loss.

(h) Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated at cost or net realisable value, whichever is lower'. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used is 'First in First Out'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

(i) Investments and other financial assets**(i) Classification**

The Company classifies its financial assets in the following measurement categories:

* those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss): and

* those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the Statement of Profit and Loss or other comprehensive income.



(ii) Measurement

At initial recognition, the Company measures a financial asset at its cost /fair value . Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss are expensed in the Statement of Profit and Loss.

Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

* **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment losses, interest revenue which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the Statement of Profit and Loss and recognised in other income/expense. Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through profit and loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(j) Borrowings

Borrowings are initially recognised at net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

(k) Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to revenue.

(l) Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events.

(m) Revenue recognition

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Sale of goods

Revenue from the sale of goods is recognised when the control of the goods passes to the buyer either at the time of dispatch or delivery or when the risk of loss transfers. Export sales are recognized based on the shipped on board date as per bill of lading, which is when substantial risks and rewards of ownership are passed to the customers.

Revenue from sale of goods is net of taxes and recovery of charges collected from customers like transport, packing etc. Provision is made for returns when appropriate. Revenue is measured at the fair value of consideration received or receivable and is net of price discounts, allowance for volume rebates and similar items.

Claims/ Refunds not ascertainable with reasonable certainty are accounted for, on final settlement and are recognized as revenue.

Revenue from services

Conversion job income is accounted for on the completion of the job.

Dividend Income

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

Interest income

Interest income from debt instruments is recognised using the effective interest rate method.

(n) Employee benefits

Defined contribution Plans such as Provident Fund etc., are charged to the Profit and Loss Account as incurred.

Defined Benefit Plans - The present value of the obligation which is not funded under such plan, is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit and Loss Account.

Other Long term Employee Benefits are recognised in the same manner as Defined Benefit Plans.

Termination benefits are recognised as and when incurred. However, the termination benefits which fall due more than twelve months after the Balance Sheet date are discounted using the yield on Government Bonds.

(o) Foreign currency transactions

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.



Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

(p) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(q) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(r) Government Grants

Grants and subsidies from the government are recognized if the following conditions are satisfied:

- There is reasonable assurance that the Company will comply with the conditions attached to it.
- Such benefits are earned and reasonable certainty exists of the collection.

Government grants or subsidies given with reference to the total investment in an undertaking or setting up of new industrial undertaking is treated as capital receipt and credited to capital reserve. The said capital reserve will not be available for distribution of dividend nor is considered as deferred income.

(s) Leases

Lease policy The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognises a right-of-use assets ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets. Lease liability and right-of-use assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Ministry of Corporate Affairs ("MCA") notifies new standards / amendments under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below :

- (a) Ind AS 16 – Property, plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022
- (b) Ind AS 37 - Provisions, contingent liabilities and contingent assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2022, although early adoption is permitted
- (c) Ind AS 103 – Business combinations – The amendment adds a new exception in Ind AS 103 for liabilities and contingent liabilities.
- (d) Ind AS 109 – Financial instruments – The amendment clarifies which fees an entity includes when it applies the '10%' test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf

The Company is in the process of evaluating the impact of these amendments



Notes to the financial statements for the year ended 31st March, 2022

Note : 2a - Property, plant and equipment

Rs. in Lakhs

Particulars	Land		Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total
	Freehold	Leasehold						
Gross Carrying Amount:								
Deemed cost as at 1st, April, 2020	38.71	172.57	800.32	4,485.93	3.72	34.50	7.19	5,542.94
Additions	-	-	-	85.31	-	-	-	85.31
Disposals	-	-	-	136.38	-	11.95	-	148.33
Balance as at 31st March, 2021	38.71	172.57	800.32	4,434.86	3.72	22.55	7.19	5,479.91
Additions	-	-	18.33	129.16	-	7.80	0.15	155.44
Disposals	-	-	-	184.71	-	-	-	184.71
Balance as at 31st March, 2022	38.71	172.57	818.65	4,379.31	3.72	30.35	7.34	5,450.64
Accumulated Depreciation:								
Balance as at 1st April, 2020	-	6.83	128.56	883.29	2.27	25.22	2.56	1,048.73
Depreciation charge for the year	-	2.79	32.14	254.15	0.18	1.86	0.26	291.39
Disposals	-	-	-	36.37	-	11.02	-	47.39
Balance as at 31st March, 2021	-	9.62	160.70	1,101.08	2.45	16.06	2.82	1,292.73
Depreciation charge for the year	-	2.79	32.14	239.08	0.12	1.67	0.17	275.98
Disposals	-	-	-	92.35	-	-	-	92.35
Balance as at 31st March, 2022	-	12.41	192.84	1,247.81	2.57	17.73	2.99	1,476.36
Net Carrying Amount:								
As at 31st March, 2021	38.71	162.94	639.62	3,333.78	1.27	6.49	4.37	4,187.18
As at 31st March, 2022	38.71	160.16	625.81	3,131.50	1.15	12.62	4.35	3,974.29

Capital work in Progress Ageing :

Rs. in Lakhs

Particulars	Less than 1 year	1- 2 Years	2-3 years	More than 3 years	Total
As at March 31, 2022					
Projects in progress	213.97	-	-	-	213.97
Projects temporarily suspended	-	-	-	-	-
Total	213.97	-	-	-	213.97
As at March 31, 2021					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

Notes to the financial statements for the year ended 31st March, 2022

Note : 2b - Intangible assets

Rs. in Lakhs

Particulars			Computer Software	Total
Gross Carrying Amount:				
Deemed cost as at 1st, April, 2020			0.82	0.82
Additions			-	-
Disposals			-	-
Balance as at 31st March, 2021			0.82	0.82
Additions			-	-
Disposals			-	-
Balance as at 31st March, 2022			0.82	0.82
Accumulated Depreciation:				
Balance as at 1st April, 2020			0.82	0.82
Additions			-	-
Disposals			-	-
Balance as at 31st March, 2021			0.82	0.82
Depreciation charge for the year			-	-
Disposals			-	-
Balance as at 31st March, 2022			0.82	0.82
Net Carrying Amount:				
As at 31st March, 2021			-	-
As at 31st March, 2022			-	-

Notes :

- (i) Refer Note 35 for the details in respect of certain property, plant and equipments hypothecated/mortgaged as security for borrowings.
- (ii) Leasehold land is under lease arrangement for a period of 99 years commencing from May,1980.

Note: 3	As at 31st March, 2022	As at 31st March, 2021
Non current investments	Rs. in Lakhs	Rs. in Lakhs
Equity Instruements (Long term Unquoted and valued at cost)		
100 Shares of The Jankalyan Sahakari Bank Limited @ Rs.10 each	0.01	0.01
400 Shares of Nashik Merchants Co.op.Bank Limited @ Rs.10 each	0.04	0.04
250 Shares of The Kalyan Janata Sahakari Bank Limited @ Rs.10 each	0.03	0.03
Aggregate cost of Unquoted Investments Total	0.08	0.08
Aggregate amount of unquoted investments .	0.08	0.08
Aggregate amount of impairment in value of investments.	Nil	Nil



Note: 4	As at 31st March, 2022	As at 31st March, 2021
Other financial assets	Rs. in Lakhs	Rs. in Lakhs
Earmarked balances with bank (Operation denied)	10.14	8.56
Total	10.14	8.56

Note: 5	As at 31st March, 2022	As at 31st March, 2021
Non-current tax assets (net)	Rs. in Lakhs	Rs. in Lakhs
Advances income tax (net)	86.12	78.48
Total	86.12	78.48

Note: 6	As at 31st March, 2022	As at 31st March, 2021
Other non-current assets	Rs. in Lakhs	Rs. in Lakhs
Claim receivable (Refer note no. 38)	190.00	190.00
Octroi duty receivable (Refer note no. 38)	58.16	58.16
Deposit with Government/ Semi-Government Authorities	35.50	35.50
Advance for capital assets	-	7.43
Others	2.72	2.72
Total	286.38	293.81

Note: 7	As at 31st March, 2022	As at 31st March, 2021
Inventories	Rs. in Lakhs	Rs. in Lakhs
(As taken, valued and certified by the Management)		
Raw Materials	103.44	81.39
Work-in-process	801.11	852.86
Finished goods	146.77	58.91
Stores and spares	128.16	144.91
Total	1,179.49	1,138.07

Refer note no. 35 for the details in respect of inventories hypothecated/mortgaged as security for borrowings.

Notes to the financial statements for the year ended 31st March, 2022

Note: 8	As at 31st March, 2022	As at 31st March, 2021
Trade receivables	Rs. in Lakhs	Rs. in Lakhs
Considered good - Secured	-	-
Considered good - Unsecured	892.56	799.71
Having significant increase in credit risk	-	-
Credit impaired	17.70	21.28
	910.26	820.99
Less : Allowance for bad and doubtful debts*	(28.28)	(37.89)
Total	881.98	783.10
*includes Rs. 10.58 lakhs (Previous Year Rs.16.61 lakhs) towards expected credit loss		

(Refer note no. 35 for Trade Receivables offered as security, note no. 42 (iii) for Credit Risk and note no.44 for Trade Receivable Ageing)

Note: 9	As at 31st March, 2022	As at 31st March, 2021
Cash and cash equivalents	Rs. in Lakhs	Rs. in Lakhs
Balances with Banks:		
In Current Accounts	201.21	38.15
In Deposit Account	8.25	57.37
Cash on hand	0.37	0.21
Total	209.84	95.73

Note: 10	As at 31st March, 2022	As at 31st March, 2021
Bank balances other than cash and cash equivalents	Rs. in Lakhs	Rs. in Lakhs
Unpaid dividend accounts	-	2.96
Fixed deposits (lien to bank)	51.15	5.00
Total	51.15	7.96



Note: 11	As at 31st March, 2022	As at 31st March, 2021
Other current financial assets	Rs. in Lakhs	Rs. in Lakhs
Unsecured, considered good		
Deposits for premises to others	0.35	0.35
Advances to staff	2.27	4.32
Other deposits	10.58	1.67
Total	13.20	6.34
Note: 12	As at 31st March, 2022	As at 31st March, 2021
Other current assets	Rs. in Lakhs	Rs. in Lakhs
Advance to Suppliers	68.28	41.74
Prepaid expenses	-	6.00
Value Added Tax	3.22	-
Advance towards One Time Settlement (Refer note 28)	150.00	-
Goods and Service Tax receivable	3.96	-
Total	225.45	47.74
Note: 13	As at 31st March, 2022	As at 31st March, 2021
(a) Equity share capital	Rs. in Lakhs	Rs. in Lakhs
Authorised		
Equity shares, of Rs.10 each	750.00	750.00
7,500,000 Nos. (31st March 21 - 7,500,000 Nos.)		
Issued		
Equity shares, of Rs.10 each	747.00	747.00
7,470,012 Nos. (31st March 21 - 7,470,012 Nos.)		
Subscribed and paid-up		
Equity shares, of Rs.10 each, fully paid up	736.78	736.78
7,367,818 Nos. (31st March 21 - 7,367,818 Nos.)		
Total	736.78	736.78

1. Details of shareholding more than 5%:

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No.of Shares	% held	No.of Shares	% held
1 Sudarshan Shriram Chokhani	1523087	20.67	15,23,087	20.81
2 Shyantanu Sudarshan Chokhani	1718200	23.32	12,18,200	16.53
3 Renu Sudarshan Chokhani	0	-	11,00,725	14.94
4 Sudal Enterprises Private Limited	1391213	18.88	7,90,488	10.73

Notes to the financial statements for the year ended 31st March, 2022

2. Terms/rights attached to equity shares

- i) The Company has only one class of equity shares having a par value of Rs.10 each. Each holder of equity shares is entitled to one vote per share.
- ii) The Company has not issued any aggregate number and class of shares as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date.
- iii) In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to the shareholding. However, no such preferential amount exist currently.

3. Details of Promoters shareholding :

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	% held	No. of Shares	% held
1 Sudarshan Shriram Chokhani	1523087	20.67	15,23,087	20.67
2 Shyantanu Sudarshan Chokhani	17,18,200	23.32	12,18,200	16.53
3 Renu Sudarshan Chokhani	-	-	11,00,725	14.94
4 Sudal Enterprises Private Limited	13,91,213	18.88	7,90,488	10.73
5 Sudarshan Shriram Chokhani HUF	10,500	0.14	10,500	0.14

4. Reconciliation of the number of shares outstanding at beginning of the year and at the end for the period of five years immediately preceding the Balance Sheet date

Particulars	2021-2022	2020-2021	2019-2020	2018-2019	2017-2018
	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
Balance as at the beginning of the year	73,67,818	73,67,818	73,67,818	73,67,818	73,67,818
i) Shares issued pursuant to a contract without payment being received in cash	-	-	-	-	-
ii) Shares issued as fully paid up bonus shares	-	-	-	-	-
iii) Allotment on conversion of Optionally Fully Convertible Warrants	-	-	-	-	-
(iv) Shares bought back	-	-	-	-	-
Balance as at the end of the year	73,67,818	73,67,818	73,67,818	73,67,818	73,67,818

**(b) Other equity**

(i) Summary of other equity balance.

Rs. in Lakhs

Particulars	Revaluation	Capital	Security	Retained	Others-	Total
	reserve	reserve	Premium	earnings	Actuarial gain/(loss)	
Balance as at 31st March, 2020	274.77	454.85	325.00	(6,429.55)	10.43	(5,364.50)
Loss for the year	-	-	-	(1,382.80)	-	(1,382.80)
Other comprehensive income for the year	-	-	-	-	0.72	0.72
Balance as at 31st March, 2021	274.77	454.85	325.00	(7,812.35)	11.15	(6,746.58)
Reveluation Reserve Transferred to Capital Reserve	(274.77)	274.77	-	-	0	
Loss for the year	(955.61)	0	(955.61)			
Other comprehensive income for the year	0	-				
Balance as at 31st March, 2022	-	729.62	325.00	(8,767.96)	11.15	- 7,702.19

(ii) Nature and purpose of reserves

A. **Capital Reserve** : Capital Reserve comprises of Revaluation Reserve on land and buidling of Rs 274.77 lakhs and Government Grants of Rs. 454.85 lakhs given for enhancement of capacity & employment has been recognised as Capital Reserve.

B. **Security Premium** : The amount received in excess of face value of preferential shares to promoters is recognised in Securities Premium Reserve.

Note: 14	As at 31st March, 2022	As at 31st March, 2021
Other financial liabilities	Rs. in Lakhs	Rs. in Lakhs
Suppliers credit from related parties	22.26	77.99
Total	22.26	77.99

Note: 15	As at 31st March, 2022	As at 31st March, 2021
Provisions	Rs. in Lakhs	Rs. in Lakhs
Provision for gratuity (Refer note 40)	103.91	101.73
Provision for compensated absences	30.36	30.79
Total	134.28	132.52

Notes to the financial statements for the year ended 31st March, 2022

Note: 16	As at 31st March, 2022	As at 31st March, 2021
Trade payables	Rs. in Lakhs	Rs. in Lakhs
Micro, Small and Medium Enterprises (MSME) (Refer note no.36)	-	-
Others	913.40	1,099.72
Total	913.40	1,099.72

Refer note no.44 for Trade Payable Ageing

Note: 17	As at 31st March, 2022	As at 31st March, 2021
Other financial liabilities	Rs. in Lakhs	Rs. in Lakhs
Secured:		
Overdue credit Facilities from a bank		
Principal	3,240.74	3,240.74
Interest accrued	6,693.65	5,248.16
	9,934.39	8,488.90
Interest accrued but not due	-	4.35
Vehicle Loan	-	0.41
From Financial Institutions:		
Working Capital Term Loan	-	474.60
Unsecured:		
Overdue Inter Corporate Deposits (inclusive of over due interest of Rs. 1,996.28 Lakhs; Previous Year Rs. 1,408.10 Lakhs)	2,799.52	2,211.35
Total	12,733.90	11,179.61

(For terms and conditions - Refer note no.30)

Note: 18	As at 31st March, 2022	As at 31st March, 2021
Other current liabilities	Rs. in Lakhs	Rs. in Lakhs
Unpaid Dividends	-	2.96
Advance from customers	131.07	82.49
Statutory dues	97.36	22.74
Total	228.44	108.19

No amount is due to be credited to investor education & protection fund.

Note: 19	As at 31st March, 2022	As at 31st March, 2021
Provisions	Rs. in Lakhs	Rs. in Lakhs
Provision for gratuity (Refer note 40)	57.12	50.06
Provision for compensated absences	8.09	8.75
Total	65.22	58.81



Note: 20	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Revenue from operations	Rs. in Lakhs	Rs. in Lakhs
Sale of Products		
Aluminium based products	12,528.92	8,007.33
Sale of Services		
Job charges	99.20	112.69
Other Operating Income		
Sale of Scrap	266.30	55.99
Total	12,894.42	8,176.01
Note: 21	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Other Income	Rs. in Lakhs	Rs. in Lakhs
Sundry balance/ liability no longer payable written back (net)	10.85	46.72
Total	10.85	46.72
Note: 22	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Cost of materials consumed	Rs. in Lakhs	Rs. in Lakhs
Consumption of raw materials and components	9,927.78	6,018.13
Stores and spare parts consumed	143.75	88.68
Total	10,071.54	6,106.81
Note: 23	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Changes in inventories of finished goods, work-in-progress and stock-in-trade	Rs. in Lakhs	Rs. in Lakhs
Opening Stock		
Finished goods	58.91	103.31
Work-in-process	852.86	671.09
	911.76	774.40
Closing Stock		
Finished goods	146.77	58.91
Work-in-process	801.11	852.86
	947.89	911.76
Total	(36.11)	(137.36)

Notes to the financial statements for the year ended 31st March, 2022

Note: 24	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Employee benefits expense	Rs. in Lakhs	Rs. in Lakhs
Salaries, Wages and Bonus	379.24	311.86
Contribution to Provident and other funds	27.79	23.12
Staff Welfare expenses	18.39	12.03
Total	425.42	347.01
Note: 25	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Finance costs	Rs. in Lakhs	Rs. in Lakhs
Interest expenses	2,062.47	1,733.51
Other borrowing costs	9.58	5.55
Total	2,072.06	1,739.06
Note: 26	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Other expenses	Rs. in Lakhs	Rs. in Lakhs
Power and Fuel	841.25	649.09
Labour Charges	85.80	136.56
Repairs and Maintenance Expenses:		
Repairs to Plant & Machinery	15.36	2.74
Repairs to building	14.07	4.38
Repairs - Others	31.00	26.44
Packing Charges	61.82	46.77
Insurance	6.71	5.48
Telephone and Postage	19.20	10.54
Travelling and Conveyance	14.15	8.87
Directors' Sitting Fees	0.84	0.89
Legal and Professional Charges	186.69	143.20
Auditors' Remuneration (Refer note 33)	10.00	10.69
Bad Debts written off	9.61	-
Less : Provision withdrawn	-9.61	-
Rates and Taxes	4.48	2.23
Transportation	-1.49	12.64
Retainership Charges	20.62	24.64
Rent	18.36	0.27
Sundry Balance Written off - Net	3.68	-
Loss on Sale/ Discard of Property, Plant & Equipment	92.36	100.80
Miscellaneous Expenses	93.39	50.59
Total	1,518.29	1,236.81

**27 (a). Contingent liabilities not provided in respect of:**

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs. in Lakhs	Rs. in Lakhs
Disputed income tax demand for earlier assessment years	155.34	155.34
The management is reasonably confident that no liability will be devolve on the Company.		

(b) The Company's pending litigations comprise of claims against the Company and proceedings pending with Tax Authority. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonable expect that no liability will be devolved on the Company

28 The Company has been continuously incurring losses over last several years and its net worth stands fully eroded. As explained by the management, due to a recessionary trend and slackness in demand by user industries, the Company was not able to utilize the capacity optimally along with price volatility; it was incurring the losses in past few years. In order to boost the economy, the government has declared several revival packages, resulting into spur in demand allowing the Company to step up its capacity utilization. The Company has submitted settlement plan to bankers/lenders and intend to arrive at settlement under Prepackage Insolvency Resolution Process and expect to convince the bank and other unsecured financial creditors to accept settlement as proposed. Also the Company has deposited under no Lien Account Rs 150 lakhs in December 2021 against offer for settlement and the amount will be remain in the account till acceptance of the Offer. Accordingly, management believes that it is appropriate to prepare the financial statements on a going concern basis. Therefore, the financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and to the amounts of liabilities that might be necessary should the Company be unable to continue its operations as a going concern.

29 The Company has considered the possible impact of re-surge in COVID-19 in preparation of these financial statements. The impact of the global health pandemic may be different from that estimates as at the date of approval of these financial statements. Considering the continuing uncertainties, the Company will continue to closely monitor any material changes to the future economic conditions.

30 Overdue Borrowings**Secured Loans:**

- Term Loan from Bank of Rs.719.97 Lakhs (including interest of Rs. 458.72 Lakhs) (as on 31st March, 2021 Rs.610.10 Lakhs including interest of Rs. 348.85 Lakhs) carrying Interest of base rate plus 3.50 percent (previous year base rate plus 3.50 percent) are secured by way of hypothecation of two press and is also personally guaranteed by two directors of the Company.
- Non fund based limit utilised Rs. Nil (as on 31st March, 2021 Rs.Nil) and Cash Credit Rs.5,052.81 Lakhs (including interest of Rs.3323.32 Lakhs) (as on 31st March, 2021 Rs. 4408.33 Lakhs including interest of Rs. 2678.84 Lakhs) carrying Interest of base rate plus 4.75 percent (as on 31st March, 2021 base rate plus 4.75 percent) are secured by hypothecation of stocks and book debts and is also personally guaranteed by two directors of the Company.
- Vehicle Loan of Rs. Nil Lakhs (Previous year Rs. 0.41 Lakhs) (Interest Nil ; previous year @ 8.75%/10.25%) are repayable over a period of 3 years and secured by hypothecation of Vehicle purchased their against.
- Working Capital Term Loan (WCTL) from Bank of Rs. 4161.60 Lakhs (including interest of Rs.2911.60 Lakhs) (as on 31st March, 2021 Rs.3470.47 Lakhs including interest of Rs. 2220.47 Lakhs) carrying Interest of base rate plus 5 percent (previous year base rate plus 5 percent) is secured by way of hypothecation of all stocks at factory/ consignment agents and book debts (residual value after meeting the DP for ODBD limits) and secured by 1st charge of mortgage of factory land and building and hypothecation of other fixed assets of the company unit at MIDC, Ambad, Nashik and is also personally guaranteed by the two directors of the

Notes to the financial statements for the year ended 31st March, 2022

company. Loan repayable in 36 equal monthly installment from January, 2016. Interest to be paid on monthly basis from the day one.

- (e) Working Capital Term Loan from Financial Institution of Rs.Nil (as on 31st March, 2021 Rs.474.60 Lakhs), Interest @ 13.50%, secured by 2nd Charge of Mortgage of immoveable properties and 2nd Charge on hypothecation of all Moveable Fixed Assets, and all other Current Assets of the Company. The same is Personally Guaranteed by the Managing Director of the Company. The loan is repayable in 60 monthly installments from 1st July, 2016. Interest is payable on monthly basis.

Unsecured Loans:

Interest rate range between 15% to 21% (Previous year 15% to 21%) and are repayable within 1 year (Previous year repayable within 1 year) with the right of renewal.

- 31** The accounts of trade receivable and payable and Loans and Advances are subject to formal confirmations/ reconciliation and adjustments, if any. The management does not expect any material difference affecting the current year's financial.
- 32** Exceptional item for the year ended 31 March, 2022 represents liability in respect of principal/interest no longer payable to a lender written back on reaching one time settlement.

33 Auditors' Remuneration include:

Particulars	2021-2022	2020-2021
	Rs. in Lakhs	Rs. in Lakhs
	Rs. in Lakhs	Rs. in Lakhs
Audit Fees	5.00	5.00
Certification	4.50	4.50
Out of Pocket Expenses (excluding GST)	0.50	1.19
	10.00	10.69

34 Earning Per Share:

Particulars	2021-2022	2020-2021
	Rs. in Lakhs	Rs. in Lakhs
Loss as per Statement of Profit and loss before Exceptional item	(1,421.90)	(1,382.80)
Less : Exceptional Items	461.19	-
Loss as per Statement of Profit and loss after Exceptional Item	(960.71)	(1,382.80)
Basic and Diluted weighted average number of Equity Shares outstanding during the year (Nos.)	73,67,818	73,67,818
Nominal value per Equity Shares(Rs)	10	10
Basic and Diluted earning per share (Rs.)- Before Exceptional item	(19.30)	(18.77)
Basic and Diluted earning per share (Rs.)- After Exceptional item	(13.04)	(18.77)



35 Assets offered as security

The carrying amounts of assets offered as security for current and non-current borrowings are:

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs. in Lakhs	Rs. in Lakhs
Current Assets		
Trade Receivables	881.98	783.10
Inventories	1,179.49	1,138.07
Total Current assets offered as security	2,061.47	1,921.17
Non Current Assets		
Furniture, fittings & fixtures	3.72	3.72
Plant & Equipments	4,379.31	4,434.86
Others -Land &Buildings	991.21813	585.34
Total non-current assets offered as security	5,374.25	5,023.92
Total assets offered as security	7,435.72	6,945.09

- 36** The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been given.
- 37** The Company is primarily engaged in the business of Manufacturing of Aluminium Extrusions and Aluminium based alloys. All of Company's operations are located in India and are subject to the same risks and returns. Therefore, no separate segment reporting is provided in terms of Ind As "Segment Reporting".
- 38** "Other Non-Current Assets" includes amounts receivable from the Government in the form of refund of electricity duty from Maharashtra State Electricity Distribution Company Limited ("MSEDCL") of Rs. 190 Lakhs and Octroi Duty (grant) receivables of Rs. 58.16 Lakhs which has been delayed. The Management expects refund of these amounts on improvement in the current pandemic situation.

39 Income Taxes

Tax expense recognized in the Statement of Profit and Loss

Rs. in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Current tax	-	-
Deferred tax	-	-
Total income tax expense/(credit)	-	-

Notes to the financial statements for the year ended 31st March, 2022

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Reconciliation of effective tax rate	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit before tax	(960.71)	(1,360.98)
Enacted income tax rate in India	26.00%	26.00%
Computed Expected Tax Expense	(249.78)	(353.86)
Differences due to:		
Allowance for deferred tax assets not recognised on unabsorbed losses	249.78	353.86
Total income tax expense/(credit)	-	-

Deferred Tax

Particulars	As at 31st March, 2022	As at 31st March, 2021
Unabsorbed losses/depreciation	911.09	1,081.60
Expenses allowable on payment and others	1,502.05	57.14
Fixed assets (Depreciation/ amortisation)	(692.24)	(806.56)
Remeasurements of net defined benefit plans	(3.93)	(3.93)
	1,716.97	328.25
Allowance for deferred tax assets not recognised	(1,716.97)	(328.25)
Total	-	-

Movement Deferred tax (assets)/liabilities for the year ended March 31, 2022 :

Rs. in Lakhs

Particulars	As at 1st April, 2021	(Credit)/charge in Statement of Profit and Loss Income	(Credit)/charge in Other Comprehensive	As at 31st March, 2022
Unabsorbed losses/depreciation	1,082.30	171.21	-	911.09
Expenses allowable on payment and others	57.14	(1,444.91)	-	1502.04
Fixed assets (Depreciation/ amortisation)	(806.56)	(114.32)	-	(692.23)
Remeasurements of net defined benefit plans	(3.93)	0	-	(3.93)
	328.95	(1,388.02)	-	1716.97
Allowance for net deferred tax assets	(328.95)	1388.02	0	(1716.97)
Net Deferred Tax Liability/(Asset)	0	0	0	0

**Movement Deferred tax (assets)/liabilities for the year ended March 31, 2021 :**

Particulars	As at 1st April, 2020	(Credit)/charge in Statement of Profit and Loss	(Credit)/charge in Other Comprehensive Income	As at 31st March, 2021
Unabsorbed losses/depreciation	1,057.41	(24.89)	-	1,082.30
Expenses allowable on payment and others	52.70	(4.44)	-	57.14
Fixed assets (Depreciation/ amortisation)	(729.47)	77.09	-	(806.56)
Remeasurements of net defined benefit plans	(3.21)	-	(0.72)	(3.93)
	377.43	47.76	(0.72)	328.95
Allowance for deferred tax assets	(377.43)	(47.76)	0.72	(328.95)
Deferred Tax Liability/(Asset)	-	-	-	-

The Company has continued to adopt the existing rate of Income tax and the option under the new regime for lower rate of taxes will be reviewed in subsequent financial year/s.

SUDAL INDUSTRIES LIMITED**40 Post retirement benefit plans**

As per Actuarial Valuation as on 31st March, 2022 and recognised in the financial statements in respect of Employee Benefit Schemes:

DEFINED BENEFIT PLANS(Gratuity) :**A. Balance Sheet****Rs. in Lakhs**

Particulars	As at 31st March, 2022	As at 31st March, 2021
Present value of plan liabilities	161.04	151.79
Fair value of plan assets	-	-
Plan liability net of plan assets	161.04	151.79

B. Movements in plan assets and plan liabilities**Rs. in Lakhs**

Particulars	Plan Assets	Plan liabilities	Plan liability net of plan assets
As at 1st April, 2021	-	151.79	151.79
Current service cost	-	8.22	8.22
Employee contributions	-	-	-
Return on plan assets excluding amounts included in net finance income/cost	-	-	-
Interest cost -	7.92	7.92	-
Interest income	-	-	-
Actuarial (gain)/loss arising from changes in demographic assumptions -	-	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	-	(4.52)	(4.52)
Actuarial (gain)/loss arising from changes in demographic assumptions	-	9.63	9.63
Past service cost	-	-	-
Employer contributions	-	-	-
Benefit payments	-	(12.00)	(12.00)
As at 31st March, 2022	-	161.04	161.04

Notes to the financial statements for the year ended 31st March, 2022

Rs. in Lakhs

Particulars	Plan Assets	Plan liabilities	Plan liability net of plan assets
As at 1st April, 2020	-	151.17	151.17
Current service cost	-	6.99	6.99
Employee contributions	-	-	-
Return on plan assets excluding amounts included in net finance income/cost	-	-	-
Interest cost -	8.32	8.32	-
Interest income	-	-	-
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	-	1.75	1.75
Actuarial (gain)/loss arising from experience adjustments	-	(1.02)	(1.02)
Past service cost	-	-	-
Employer contributions	-	-	-
Benefit payments	-	(15.42)	(15.42)
As at 31st March, 2021	-	151.79	151.79

C. Statement of Profit and Loss

Rs. in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Employee Benefit Expenses:		
Current service cost	8.22	6.99
Total	8.22	6.99
Finance cost/(income)	7.92	8.32
Net impact on the Profit / (Loss) before tax	16.14	15.31
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding amounts included in net finance income/(cost)	-	-
Actuarial gains/(losses) on obligation for the Period	5.11	0.73
Finance income/(cost)	-	-
Actuarial gains/(losses) arising from changes in demographic assumptions	-	-
Actuarial gains/(losses) arising from changes in financial assumptions	-	-
Actuarial (gain)/loss arising from experience adjustments	-	-
Experience gains/(losses) arising on pension plan and other benefit plan liabilities	-	-
Net impact on the Other Comprehensive Income before tax	5.11	0.73

**D. Defined benefit plans Assets**

Particulars	As at 31st March, 2022	As at 31st March, 2021
-	-	-

E. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date

The significant actuarial assumptions were as follows:

Particulars	Plan Assets	Plan liabilities
Financial Assumptions		
Discount rate	6.70%	6.25%
Salary Escalation Rate	6.00%	6.00%
Number of Active Members	128	102
Per Month Salary For Active Members- Rupees	16,025	17,341
Weighted Average Duration of the Projected Benefit Obligation	6.14	5.82

Demographic Assumptions

Mortality in Service : Indian Assured Lives Mortality (2012-14) Ultimate

F. Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Current Year	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.50%	-2.92%	3.13%
Salary Escalation Rate	0.50%	3.13%	-2.95%
Employee Turnover	10%	0.09%	-0.09%
Previous Year	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.50%	-2.82%	3.02%
Salary Escalation Rate	0.50%	3.01%	-2.84%
Employee Turnover	10%	0.04%	-0.05%

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

Notes to the financial statements for the year ended 31st March, 2022

G. The defined benefit obligations shall mature after year end 31st March, 2022 as follows:

Year ending 31 March,	As at 31st March, 2022	As at 31st March, 2021
Year 1	57.12	50.06
Year 2	13.46	16.75
Year 3	14.56	13.99
Year 4	8.30	13.14
Year 5 and Thereafter	42.86	39.91

The weighted average duration of the defined benefit obligation is 11 years (2021- 11 years)

41 Related Parties Disclosures :

A. Relationships:

1 Related parties with whom transactions have been entered during the year in the ordinary course of the business:

Sudarshan Chokhani and Company

Shriram Chokhani and Company

2 Key Management Personnel:

Shri Sudarshan S. Chokhani - Managing Director

Shri Shyantanu S. Chokhani - Director

Shri Mukesh V. Ashar - CFO & Whole time Director

Shri Prasana Ramdas - Company Secretary

B. Transactions carried out with related parties referred in A above, in the ordinary course of business:

Rs.in Lakhs

Nature of transactions	Name of related parties			Key Management personnel		
	Sudarshan Chokhani & Company	Shriram Chokhani & Company	Sudarshan S. Chokhani	Shyantanu S. Chokhani	Mukesh V. Ashar	Prasana Ramdas
Finance Charges	-	70.38				
	(12.88)	(33.61)				
Advisory Fees				27.00		
				(25.50)		
Managerial Remuneration			42.00		7.59	3.34
			(39.66)		(7.34)	(2.92)
Balances with related parties as on 31.03.2022:						
Payables	5.45	16.80				
	(29.11)	(48.89)				
Counter Guarantee given by two directors to the Bank ,being jointly and severally liable			6,078.24			
			(6078.24)			

Previous year figures are in brackets

Notes:

- Related parties have been identified by the Management and relied upon by the auditors.
- No amount has been provided for/written off/written back, pertaining to related parties.
- The above figures do not include provisions for compensated expense and gratuity as separate actuarial valuation are not available.



42 Financial risk management objectives and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a treasury departments, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies and ensuring compliance with market risk limits and policies.

(i) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Exposure to interest rate risk

Rs. in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Borrowings bearing variable rate of interest	9,934.39	8,488.90

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

Rs. in Lakhs

Particulars	2021-2022	2020-2021
50 bp increase in interest rate - decrease in profits	(46.06)	(39.50)
50 bp decrease in interest rate - Increase in profits	46.06	39.50

(ii) Market Risk- Foreign currency risk.

The Company does not operate internationally and no portion of the business is transacted in foreign currencies and consequently the Company is not exposed to foreign exchange risk.

(iii) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

Notes to the financial statements for the year ended 31st March, 2022

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements .

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises receivables for write off when a debtor fails to make contractual payments greater than 3 years past due. Where loans or receivables have been written off, the Company continues engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

Ageing of Account receivables- Refer note 44

Movement in provisions of doubtful debts

Rs. in Lakhs

Particulars	2021-2022	2020-2021
Opening provision	37.89	107.50
Add:- Additional provision made	-	-
Add:-Transfer from provision for expected credit loss for earlier years	-	-
Less:- Provision withdrawn against Bad Debts written off	(9.61)	(69.61)
Closing provision	28.28	37.89

(iv) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. The Company's operational department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Financing arrangements

The company had access to following undrawn Borrowing facilities at end of reporting period:

Rs. in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Variable Borrowing - Cash Credit expires within 1 year	-	-

**Maturity patterns of borrowings**

Rs. in Lakhs

Particulars	As at 31st March, 2022			
	0-1 year	1-5 years	beyond 5 years	Total
Overdue borrowings	12,733.90	-	-	12,733.90
Interest payable- Interest Accrued but Not Due	-	-	-	-
Total	12,733.90	-	-	12,733.90

Rs. in Lakhs

Particulars	As at 31st March, 2021			
	0-1 year	1-5 years	beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	-	-	-	-
Overdue borrowings	11,179.61	-	-	11,179.61
Interest payable- Interest Accrued but Not Due	4.35	-	-	4.35
Total	11,183.96	-	-	11,183.96

Maturity patterns of other Financial Liabilities

Rs. in Lakhs

As at 31st March, 2022	Overdue	0-3 months	3-6 months	6-12 months	beyond 12 months	Total
Trade Payable	Refer note 44					
Payable related to Capital goods	-	-	-	-	-	-
Other Financial liability (Current and Non Current)	-	-	-	-	22.26	22.26
Total	-	-	-	-	22.26	22.26

Rs. in Lakhs

As at 31st March, 2021	Overdue	0-3 months	3-6 months	6-12 months	beyond 12 months	Total
Trade Payable	Refer note 44					
Payable related to Capital goods	-	-	-	-	-	-
Other Financial liability (Current and Non Current)	-	-	-	-	77.99	77.99
Total	-	-	-	-	77.99	77.99

Notes to the financial statements for the year ended 31st March, 2022

43 Fair Value measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values: 1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments. 2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans, security deposits and investment in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Financial Assets and Liabilities as at 31st March, 2022

Rs. in Lakhs

Particulars				Routed through P & L				Routed through OCI	Carrying at amortised cost	At Cost	Total
	Non Current	Current	Total	Level 1	Level 2	Level 3	Total				
Financial Assets											
Other Investment	0.08	-	0.08	-	-	-	-	-	0.08	-	0.08
Other financial assets- Non current Assets)	10.14	-	10.14						8.56	-	8.56
Other Financial Assets- (Current Assets)	-	13.20	13.20	-	-	-	-	-	13.20	-	13.20
Trade receivable	-	881.98	881.98	-	-	-	-	-	881.98	-	881.98
Cash and cash equivalents	-	209.84	209.84	-	-	-	-	-	209.84	-	209.84
Other Bank Balance	-	51.15	51.15	-	-	-	-	-	51.15	-	51.15
	10.22	1,156.16	1,166.39	-	-	-	-	-	1,164.80	-	1,164.80
Financial Liabilities											
Borrowings	-	-	-	-	-	-	-	-	-	-	-
Other Financial Liabilities	22.26	12,733.90	12,756.16	-	-	-	-	-	12,756.16	-	12,756.16
Trade Payables	-	913.40	913.40	-	-	-	-	-	913.40	-	913.40
	22.26	13,647.30	13,669.55	-	-	-	-	-	13,669.55	-	13,669.55

**Financial Assets and Liabilities as at 31st March, 2021****Rs. in Lakhs**

Particulars				Routed through P & L				Routed through OCI	Carrying at amortised cost	At Cost	Total
	Non Current	Current	Total	Level 1	Level 2	Level 3	Total				
Financial Assets											
Other Investment	0.08	-	0.08	-	-	-	-	-	0.08	-	0.08
Other Financial Assets - (Non Current Assets)	8.56	6.34	14.90	-	-	-	-	-	14.90	-	14.90
Trade receivable	-	783.10	783.10	-	-	-	-	-	783.10	-	783.10
Cash and cash equivalents	-	95.73	95.73	-	-	-	-	-	95.73	-	95.73
Other Bank Balance	-	7.96	7.96	-	-	-	-	-	7.96	-	7.96
	8.64	893.13	901.78	-	-	-	-	-	901.78		901.78
Financial Liabilities											
Borrowings	-	-	0.01	-	-	-	-	-	0.01	-	0.01
Other Financial Liabilities	77.99	11,179.61	11,257.60	-	-	-	-	-	11,257.60	-	11,257.60
Trade Payables	-	1,099.72	1,099.72	-	-	-	-	-	1,099.72	-	1,099.72
	77.99	12,279.33	12,357.33	-	-	-	-	-	12,357.33		12,357.33

Rs. in Lakhs

Particulars	As at 31st March, 2022		As at 1st April, 2021	
	Carrying amount	Fair Value amount	Carrying	Fair Value
Financial Assets				
Non-current Investment	0.08	0.08	0.08	0.08
Other financial assets-current	10.14	10.14	6.34	6.34
Other financial assets-non-current	13.20	13.20	8.56	8.56
Trade receivable	881.98	881.98	783.10	783.10
Cash and cash equivalents	209.84	209.84	95.73	95.73
Other Bank Balance	51.15	51.15	7.96	7.96
	1,166.38	1,166.38	901.78	901.78
Financial Liabilities				
Borrowings	-	-	0.01	0.01
Other financial liabilities	12,756.16	12,756.16	11,257.60	11,257.60
Trade payables	913.40	913.40	1,099.72	1,099.72
	13,669.55	13,669.55	12,357.33	12,357.33

Basis of Fair Valuation:

Above financial assets and liabilities are given at carrying cost.

Notes to the financial statements for the year ended 31st March, 2022

44 Ageing of Trade Receivables and Trade Payables

Trade receivable Ageing as on March 31,2022 :

Particulars	Outstanding for following periods from due date of transactions						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables :							-
Considered good	-	881.98	-	-	-	-	881.98
Significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	10.58	-	2.25	-	15.45	28.28
Disputed Trade Receivables :							
Considered good	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	0
Sub-total	0	892.56	0	2.25	0	15.45	910.26
Less : Provision for doubtful debts	-	10.58	-	2.25	-	15.45	28.28
Total	0	881.98	0	0	0	0	881.98

Trade receivable Ageing as on March 31,2021 :

Particulars	Outstanding for following periods from due date of transactions						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables :							-
Considered good	-	783.10	-	-	-	-	783.10
Significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	4.27	13.05	-	-	21.28	38.60
Disputed Trade Receivables :							-
Considered good	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	0	-	-	-	-	-	-
Sub-total	-	787.37	13.05	-	-	21.28	821.70
Less : Provision for doubtful debts	-	4.27	13.05	-	-	21.28	38.60
Total	0	783.1	0	0	0	0	783.1

**Trade Payable Ageing as on March 31,2022 :**

	Outstanding for following periods from due date of transactions					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	0	0	0	0	0	0
Others	0	891.65	21.75	0	0	913.4
Disputed Dues-MSME	0	0	0	0	0	0
Disputed Dues-Others	0	0	0	0	0	0
Total	0	891.65	21.75	0	0	913.4

Trade Payable Ageing as on March 31,2021 :

	Outstanding for following periods from due date of transactions					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	0	0	0	0	0	0
Others	0	1091.49	8.23	0	0	1099.72
Disputed Dues-MSME	0	0	0	0	0	0
Disputed Dues-Others	0	0	0	0	0	0
Total	0	1091.49	8.23	0	0	1099.72

45 Capital risk management

The Company's objectives when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt

The Company's strategy is to maintain a gearing ratio within the industry average. The gearing ratios were as follows:

Particulars	Rs. in Lakhs	
	As at 31st March, 2022	As at 31st March, 2021
Net Debt (after adjustment of cash and cash equivalents)	12,546.32	11,161.87
Equity	(6,965.41)	(6,009.79)
Total Capital Employed	5,580.91	5,152.07
Capital Gearing Ratio	2.25	2.17

Notes to the financial statements for the year ended 31st March, 2022

46 Debt reconciliation statement in accordance with Ind AS 7 - Statement of Cash Flows:

Rs. in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Non current borrowings (includes current maturities of long term debt)	22.26	77.99
Current borrowings	6,040.25	6,002.85
Interest accrued	6,693.65	5,176.76
Less: Cash and cash equivalents	(209.84)	(95.73)
Net debt	12,546.32	11,161.87

Rs. In Lakhs

Particulars	Non current borrowings	Current borrowings	Interest accrued	Cash and cash equivalents	Total
Net debt as at 1st April, 2020	384.89	5,528.18	4,008.31	(141.16)	9,780.22
Cash flows	(306.90)	-	-	45.43	(261.47)
Unrealised exchange (gain)/ loss	-	-	-	-	-
Finance Costs - net	-	474.67	1,168.45	-	1,643.12
Net debt as at 31st March, 2021	77.99	6,002.85	5,176.76	(95.73)	11,161.87
Cash flows	(55.73)	-	-	(114.11)	(169.84)
Unrealised exchange (gain)/ loss	-	-	-	-	-
Finance Costs - net	-	108.8	1,445.49	0	1,554.29
Net debt as at 31st March, 2022	22.26	6,111.65	6,622.25	(209.84)	12,546.32

- 47 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code and recognise the same when the Code becomes effective.
- 48 The accounts were approved by the Board of Directors in their meeting held on 30th May 2022.
- 49 Relationship with Struck Off companies under Section 248 of the Act or Section 560 of Companies Act, 1956

Name of the Struck off Company	Nature of transactions with struck-off Company	Relationship with the Struck off company, if any, to be disclosed	As at 31 March, 2022	As at 31 March, 2021
None	Investment in Securities Receivables Payables Shares held by struck off company Other outstanding balances (to be specified)	} None	} -	-



50 There are no Registration of charges or satisfaction which are yet to be registered with Registrar of Companies (ROC) beyond statutory period.

51 **Details of Benami Property held**

No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

52 **Wilful Defaulter**

The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

53 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

54 There were no transactions relating to previously unrecorded income that have been surrendered and disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

55 The Company has not advanced or loaned to or invested in funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:(i) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

56 The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:(i) directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

57 **Ratio Analysis**

Sr No.	Name of the Ratio	Numerator	Denominator	FY 2021-22	FY 2020-21	% Variance
1	Current Ratio	Current assets	Current liabilities	18.37	16.70	9.99
2	Debt - Equity Ratio (in times)	Total debt	Equity	-1.83	#REF!	#REF!
3	Debt Service coverage ratio* (in times)	Earnings available for debt service	Total debt service	Not Applicable	Not Applicable	Not Applicable
4	Return on equity (in %) (Refer note 1 below)	Net profit/(loss) after tax and exceptional item	Average shareholder equity	3.70	6.50	-43.04
5	Inventory Turnover Ratio (in times) (Refer note 2 below)	Sales	Average inventory	2.78	1.50	85.24
6	Trade receivables turnover ratio (in times) (Refer note 3 below)	Net sales	Average Tradereceivables	3.87	2.77	39.85
7	Trade payables turnover ratio (in times) (Refer note 4 below)	Net purchases	Average trade payables	2.49	1.43	74.16
8	Net capital turnover ratio (in times) (Refer note 5 below)	Net sales	Working Capital	-1.13	-0.79	43.68
9	Net profit ratio (in %) (Refer note 6 below)	Net profit/(loss) after tax and exceptional item	Revenue from operations	-7.45	-16.91	-55.95
10	Return on capital employed (in %)	Earning before interest and taxes	Capital employed	Not Applicable	Not Applicable	Not Applicable
11	Return on investment (in %)	Income generated from invested funds	Average invested funds	Not Applicable	Not Applicable	Not Applicable

Notes

- 1 Due to increase in Profit
- 2 Increase in Inventories
- 3 Trade Receivable increased

Notes to the financial statements for the year ended 31st March, 2022

- 4 Trade Payable increased
- 5 Working Capital utilisation increased
- 6 Due to increase in Profit
- 57** The previous year's figures have been regrouped/ rearranged wherever necessary to conform to the current year's classification.

Signatures to notes 1 to 57 which form an integral part of the financial statements.

For and on behalf of the Board of Directors

Sudarshan S Chokhani

Managing Director
(DIN:00243355)

Place: Mumbai
Date: 28th May, 2021

Mukesh V. Ashar

Whole time Director & CFO
(DIN:06929024)



NOTES

**Sudal Industries Limited****CIN: L21541MH1979PLC021541****Registered Office:** A 5 M I D C, Ambad Industrial Estate, Mumbai Nashik Highway, Nashik - 422010**Tel No.:** 022- 6636200 **Fax No.:** 022-2202893.**Email id:** mvashar@sudal.co.in **Website:** www.sudal.co.in**FORM NO. MGT – 11****PROXY FORM**

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

Name of the Member(s):	
Registered Address	
Email ID:	
DP ID /Client Id/ Folio No.:	

I/we, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
3. Name: _____
Address: _____
E-mail ID: _____
Signature: _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the members of Sudal Industries Limited will be held on Monday, 26th December, 2022 at A 5 M I D C, Ambad Industrial Estate, Mumbai Nashik Highway, Nashik - 422010, at 03:00 P.M. and/or any adjournment thereof in respect of resolutions, as indicated below:



Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (For) *
1.	Adoption of the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	Appointment a Director in place of Mr. Sudarshan Chokhani (DIN: 00243355), who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary		
3.	To approve re-appointment of M/s Bagaria & Co. LLP, Chartered Accountants, statutory auditors and fix their remuneration.	Ordinary		
Special Business				
4.	Ratification of Remuneration payable to M/s Hemant Shah & Associates, Cost Accountants, Cost Auditors of the Company.	Ordinary		
5.	Re-Appointment of Mr. Mukesh V Ashar (DIN 06929024) as Whole-Time Director.	Special		

Signed this _____ day of December, 2022.

Affix Re. 1/-
revenue
stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the 43rd Annual General Meeting.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
5. A member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other member.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion to the vote of the other joint holders. Seniority shall be determined by the order in which the name stands in the register of members.
7. The proxy may vote for or against the agenda items specified in the Notice of Annual General Meeting.
8. * This is optional. Please put a tick mark (✓) in appropriate column against the indicated above. In case a member wishes his/her vote to be used differently, he/she resolution should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

**Sudal Industries Limited****CIN: L21541MH1979PLC021541****Registered Office:** A 5 M I D C, Ambad Industrial Estate, Mumbai Nashik Highway, Nashik - 422010**Tel No.:** 022- 6636200 **Fax No.:** 022-2202893.**Email id:** mvashar@sudal.co.in **Website:** www.sudal.co.in**ENTRANCE PASS / ATTENDANCE SLIP**
(To be presented at the entrance)

The 43rd Annual General Meeting of the Members of Sudal Industries Limited will be held on Monday, 26th December, 2022 at A 5 M I D C, Ambad Industrial Estate, Mumbai Nashik Highway, Nashik - 422010 at 03:00 P.M.

I/We certify that I am a member/proxy for the member of the Company.

I/We hereby record my/our presence at the 43rd Annual General Meeting of the members of Sudal Industries Limited held on Monday, 26th December, 2022 at A 5 M I D C, Ambad Industrial Estate, Mumbai Nashik Highway, Nashik – 422010 at 03:00 PM and/or any adjournment thereof.

Name:	
Regd. Folio No.:	
No. of shares held:	
DP ID:	
Client ID:	
Name of Proxy/Representative, if any:	
Signature of the Shareholder(s)/ Proxy/ Representative:	

Note:

1. Member/ Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting. Members/ proxy are requested to bring a copy of the Annual Report at the meeting.
2. Bodies Corporate, whether a Company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.



NOTES



Sudal Industries Limited

CIN: L21541MH1979PLC021541

Registered Office: A 5 MIDC, Ambad Industrial Estate, Mumbai Nashik Highway, Nashik - 422010

Tel No.: 022- 6636200 **Fax No.:** 022-2202893.

Email id: mvashar@sudal.co.in **Website:** www.sudal.co.in

BALLOT FORM

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

43rd Annual General Meeting ('AGM') - Monday, 26th December, 2022

(To be returned to Scrutinizer appointed by the Company)

Name of the First named Shareholder (in block letters)	
Registered postal address of the first named Shareholder (In block letters)	
Name(s) of the Joint Holder(s)	
Registered Folio No. / *DP Id Client Id (*Applicable to investors holding shares in dematerialized form)	
No. of shares held and class of shares	

I/We hereby exercise my/our vote in respect of the resolution(s) enumerated below and more clearly specified in the Notice of the Company to be passed at the 43rd AGM of the Company, for the businesses stated in the said Notice by conveying my/ our assent or dissent to the said resolutions in the relevant box below:

Item No.		Type of resolution (Ordinary / Special)	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	I/We abstain to vote on the resolution (Abstain)
ORDINARY BUSINESS					
1.	Adoption of the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary			
2.	Appointment a Director in place of Mr. Sudarshan Chokhani (DIN: 00243355), who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary			
3.	To approve re-appointment of M/s Bagaria & Co. LLP, Chartered Accountants, statutory auditors and fix their remuneration.	Ordinary			



Item No.		Type of resolution (Ordinary / Special)	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	I/We abstain to vote on the resolution (Abstain)
SPECIAL BUSINESS					
4.	Ratification of Remuneration payable to M/s Hemant Shah & Associates, Cost Accountants, Cost Auditors of the Company.	Ordinary			
5.	Re-Appointment of Mr. Mukesh V Ashar (DIN 06929024) as Whole-Time Director.	Special			

Place: Mumbai

Date: _____

Signature of Member / Beneficial Owner

E-mail: _____

Tel No.: _____



M ISSION

To work together and achieve continuous improvement which will result in the profitable growth and financial strength of our Company.

V ISSION

To make Sudal one of the premier Aluminium Extruders and preferred supplier of Quality Extrusions exceeding customer expectations in respect of Quality, Customer Service and Competitiveness in India and abroad.

Q uality

Dedicated to exceed customers expectation and devoted to customers delight SUDAL's business strategy is SERVICE, QUALITY and CUSTOMER RELATIONSHIP MANAGEMENT [CRM].

SUDAL INDUSTRIES LIMITED

CIN : L21541MH1979PLC021541



SUDAL INDUSTRIES LIMITED

CIN : L21541MH1979PLC021541

Corporate Office :

26A, Nariman Bhavan, 227 Nariman Point, Mumbai - 400 021.

Phone: +91-22-61577100/ 177/ 114

Email: mumbai@sudal.co.in / mvashar@sudal.co.in