



**Ashok Kumar Daga**

B. Com. (H), LLB., FCS  
Practising Company Secretary

AVANI OXFORD, PHASE II  
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**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

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

**To,  
The Members,  
DDEV PLASTIKS INDUSTRIES LIMITED  
2B, Pretoria Street,  
Kolkata - 700071**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DDEV PLASTIKS INDUSTRIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>ST</sup>, March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.



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I have examined the books, papers and other records maintained by **DDEV PLASTIKS INDUSTRIES LIMITED** (“the Company”) for the financial year ended on 31<sup>st</sup> March, 2023, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder.

(ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under.

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

**NOT APPLICABLE, SINCE THERE IS NO FOREIGN DIRECT INVESTMENT, OVERSEAS DIRECT INVESTMENT AND EXTERNAL COMMERCIAL BORROWINGS.**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

**NOT APPLICABLE, SINCE THE COMPANY HAS NOT ISSUED SHARES AS PER (EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME) GUIDELINES, 1999 DURING THE YEAR.**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

**NOT APPLICABLE, SINCE THE COMPANY HAS NOT ISSUED ANY DEBT SECURITIES AS PER (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008.**



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(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;  
**NOT APPLICABLE.**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.  
**NOT APPLICABLE.**

(vi) Other specifically applicable laws to the Company.

(a) Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of pollution) Act, 1981.

(b) Factories License under Factories Act, 1948 for its units situated in different places.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India as amended from time to time, and

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



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**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The following changes occurred in the Directors and KMP.

SL NO.	NAME OF THE DIRECTOR / KMP	PARTICULARS OF CHANGES
1.	MR. NARRINDRA SURANNA (MANAGING DIRECTOR)	CHANGE IN DESIGNATION
2.	MRS. MAMTA BINANI (INDEPENDENT DIRECTOR)	CHANGE IN DESIGNATION
3.	MS. RAMYA HARIHARAN (INDEPENDENT DIRECTOR)	CHANGE IN DESIGNATION
4.	MR. DDEV SURANA (WHOLE TIME DIRECTOR/ CEO)	CHANGE IN DESIGNATION
5.	MR RAJESH KOTHARI (WHOLE-TIME DIRECTOR)	CHANGE IN DESIGNATION
6.	MR. SAMIR KUMAR DUTTA (INDEPENDENT DIRECTOR)	CHANGE IN DESIGNATION
7.	MRS. TANVI GOENKA (COMPANY SECRETARY)	APPOINTMENT
8.	MR. ARIHANT BOTHRA (CHIEF FINANCIAL OFFICER)	APPOINTMENT

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.



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

**Pursuant to Scheme of Arrangement between the Company, i.e., Ddev Plastiks Industries Limited ("DPIL" or "Resulting Company") and Kkalpana Industries (India) Limited ("KIIL" or "Demerged Company") having CIN: L19202WB1985PLC039431 and their respective Shareholders and Creditors, providing for, inter alia, transfer of Demerged Company's (i.e. KIIL's) Compounding Business Undertaking, on a going concern basis, to the resulting Company (i.e, DPIL) in accordance with the provisions of Sec.230-232 of the Companies Act, 2013, as approved by the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench vide its order dated 04th March, 2022, the Company had allotted on 11th, April, 2022, 94072930 Equity Shares of Re.1 each in the ratio of 1:1 to the shareholders of KIIL as on record date of 08.04.2022, which were subsequently admitted for listing with BSE Limited, with effect from 26th, July, 2022.**

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: KOLKATA**

**Date: 13.05.2023**

**ASHOK KUMAR DAGA  
(Practicing Company Secretary)  
FCS No.2699, C P No: 2948**

**UDIN: F002699E000303043**