

# SUDHA APPARELS LIMITED

CIN: L17299WB1981PLC033331

Registered Office: 2/5 Sarat Bose Road, Sukh Sagar, Flat No.8A,  
8<sup>th</sup> Floor, Kolkata-700020, Phone: 033-30522053

Website: <http://www.sudhaapparels.com> Email: [secretarial@sudhaapparels.com](mailto:secretarial@sudhaapparels.com)

## NOTICE

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting ("AGM") of the members of Sudha Apparels Limited (the "Company") will be held on Tuesday, the 30<sup>th</sup> September, 2025 at 10:30 A.M. (IST) at the registered office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8<sup>th</sup> Floor, Kolkata – 700020 to transact the following business:

## ORDINARY BUSINESS

1. To consider and adopt the **(a)** Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Reports of Directors and Auditors thereon and **(b)** the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March 2025 together with Auditors' Report thereon and in this regard to pass with or without modification(s), the following resolution as an ordinary resolution:  
  
(a) **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted and  
  
(b) **RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Report of Auditors thereon be and are hereby considered and adopted."  
  
2. To appoint a Director in place of Mr Yogesh Sharma, who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass with or without modification(s), the following resolution as an ordinary resolution:  
  
**"RESOLVED** that Mr Yogesh Sharma, (DIN-10725585) who retires by rotation be and is hereby re-appointed as Director of the Company."  
  
3. Re-appointment of M/s Kanodia Sanyal & Associates, Chartered Accountants as the Statutory Auditors of the Company.

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 provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s Kanodia Sanyal & Associates, Chartered Accountants (Firm Registration No. 008396N), be and are hereby re-appointed as the Statutory Auditors of the Company for another term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49<sup>th</sup> Annual General Meeting of the Company, at such remuneration as may and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee/Board of Directors of the Company.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Statutory Auditor, such other services or certificates, reports, or opinions which the Statutory Auditors may be eligible to provide or issue under the applicable laws."

## SPECIAL BUSINESS:

4. Appointment of M/s. Arunesh Dubey & Co (CP No. 14054), Company Secretaries as Secretarial Auditor of the Company

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 provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in

force), and based on the recommendation of the Audit Committee and Board of Directors of the Company, M/s Arunesh Dubey & Co, Company Secretaries (CP No. 14054), be and is hereby appointed as the Secretarial Auditor of the Company for a period of five (5) years, to conduct the Secretarial Audit for five financial years from 2025-26 to 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee/Board of Directors of the Company.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

By order of the Board  
For **Sudha Apparels Limited**

**Place:** Gurugram  
**Dated:** 13<sup>th</sup> August, 2025

**Bhupesh**  
Company Secretary  
ACS 69983

#### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies/bodies corporate must be supported by an appropriate resolution/authority as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Members/Proxies attending the meeting are requested to bring their copy of Notice of Annual General Meeting for reference at the meeting and also the Attendance Slip duly filled in for attending the meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in order of names recorded in the Register of Members will be entitled to vote.
4. The route map showing directions to reach the venue of the meeting is annexed.
5. Relevant documents referred to in the accompanying notice are open by the members for inspection at the Registered Office of the Company between 10.00 A.M. and 5.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
6. In compliance with the circulars issued by MCA and SEBI, Notice of the 44<sup>th</sup> AGM along with the Annual Report 2024-25 is being sent through courier to all the shareholders of the Company at their latest registered address with the Company or depository participants. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <http://www.sudhaapparels.com> and the websites of the Stock Exchange i.e. Calcutta stock Exchange (CSE) at <https://www.cse-india.com/> and the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
8. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication from the Company electronically.
10. The Notice will also be available on the website of the Company <http://www.sudhaapparels.com> and on the website of the stock exchange i.e Calcutta stock Exchange (CSE), where the Company's shares are listed.
11. Details under Regulation 36(3) of SEBI Listing Regulations read with Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the

Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations/disclosures for their appointment/re-appointment.

12. As per Regulation 40(1) of SEBI Listing Regulations, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's RTA, Alankit Assignments Ltd. for assistance in this regard.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, will be made available electronically for inspection by Members of the Company during the AGM on the basis of the request being sent on [secretarial@sudhaapparels.com](mailto:secretarial@sudhaapparels.com).
14. Corporate/Institutional Members are required to send a scanned/bring a certified true copy of the Board Resolution/Authority Letter, etc., at AGM authorising their representative to attend the AGM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address at [csshawantraj@gmail.com](mailto:csshawantraj@gmail.com) with a copy marked to the Company at [secretarial@sudhaapparels.com](mailto:secretarial@sudhaapparels.com) or bring at the time of AGM.
15. SEBI vide its circular established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to circular, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [www.sudhaapparels.com](http://www.sudhaapparels.com)

#### 16. Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013, as amended from time to time and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide remote e-voting facility through National Securities Depository Limited (NSDL) as an alternate, for all its members of the Company to enable them to exercise their right to cast their votes electronically, on the resolutions mentioned in the Notice of Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members, who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the A.G.M.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 23<sup>rd</sup> September, 2025. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Transfer Agent (RTA) of the Company at [rtat@alankit.com](mailto:rtat@alankit.com)

Mr. Sandeep Agarwal (ICAI Membership No. - 065043) Practicing Chartered Accountant, has been appointed as Scrutinizer to scrutinize the voting process (remote e-voting and voting through ballot/polling paper) in a fair and transparent manner.

The remote-voting period commences on Friday, September 26<sup>th</sup>, 2025 (9:00 am) and ends on Monday, September 30, 2025 (5:00 pm). During this period Members of the Company may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Scrutinizer shall submit his report, to the Chairman of the meeting, within two working days from the conclusion of AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.sudhaapparels.com](http://www.sudhaapparels.com) and shall simultaneously be communicated to the Calcutta Stock Exchange.

#### Step 1: Access to NSDL e-Voting system

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

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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 21 09911

**B) Login Method for e-Voting 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 (131354) followed by Folio Number registered with the Company, For example if folio number is 001*** then user ID is 131354001***

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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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 [secretarial@sudhaapparels.com](mailto:secretarial@sudhaapparels.com)
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 [secretarial@sudhaapparels.com](mailto:secretarial@sudhaapparels.com). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically 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
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.

I. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-4886-7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [rta@alankit.com](mailto:rta@alankit.com) or to Company at [secretarial@sudhaapparels.com](mailto:secretarial@sudhaapparels.com). If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 022-4886-7000. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

III. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> September, 2025.

IV. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Registrar and Transfer Agent (RTA) of the Company. The Individual Shareholders holding securities in de-mat mode, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”

V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting and a person who



is not a Member as on the cut-off date i.e 23<sup>rd</sup> September, 2025, should treat this Notice for information purposes only.

#### **A. E-voting result**

1. The Scrutinizer shall immediately after the conclusion of the AGM, unblock the votes cast through remote e-voting and through ballot/polling paper during AGM and will make, not later than two working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company <http://www.sudhaapparels.com> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the CSE Limited.

#### **Other instructions**

1. Please note that:
  - Login to 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 'Forgot Password' option available on the site to reset the same.
  - Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the Companies in which you are the Shareholder
  - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 3**

The Members of the Company at the 39<sup>th</sup> AGM held on 28<sup>th</sup> September, 2020 had approved the appointment of M/s. Kanodiya Sanyal & Associates, Chartered Accountants (Firm Registration No. 008396N) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of the 44<sup>th</sup> AGM. Accordingly, they will complete their first term of five years as Statutory Auditors of the Company on conclusion of this AGM.

In accordance with the provisions of section 139 of the Companies Act, 2013 and considering rich and varied experience and past association with the Company, the Audit Committee and the Board of Directors of the Company, at their meeting held on 13<sup>th</sup> August 2025, had recommended to the shareholders, re-appointment of M/s Kanodiya Sanyal & Associates, Chartered Accountants as the Statutory Auditor of the Company for another term of five years from conclusion of this AGM till conclusion of 49<sup>th</sup> Annual General Meeting.

The proposed remuneration to be paid to the Statutory Auditors for the purpose of audit of financial statements for the financial year 2025-26 is Rs. 75,000/- (Rupees Seventy Five Thousand Only) excluding applicable taxes and out of pocket expenses. In addition to audit services, the Company may obtain certifications and other non-audit services from the Statutory Auditors, as permissible under the Companies Act, 2013 and other applicable provisions, and as required by statutory regulations, banks, or authorities. Such services shall be remunerated separately on mutually agreed terms between the Company and the Statutory Auditors. The remuneration for remaining term shall be decided by the Board on the recommendations of the Audit Committee. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as it may deem fit. The Board is of view that the remuneration is commensurate with the size and scale of the Company and based on knowledge, expertise, industry experience, time and efforts required to be put in by the Statutory Auditor in line with the industry standard.

M/s Kanodiya Sanyal & Associates, Chartered Accountants have consented to the aforesaid re-appointment and confirmed that their re-appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s Kanodiya Sanyal & Associates, have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the resolution as set out in Item no. 3 of this Notice for approval of members by way of an ordinary resolution.

#### Item No. 4

Pursuant to amended provisions of Regulation 24A of the SEBI Listing Regulations, on the basis of recommendation of Board of Directors, the Company shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders in Annual General Meeting ("AGM").

The Audit Committee, and the Board of Directors at its meeting held on August 13<sup>th</sup>, 2025, recommended the appointment of M/s. Arunesh Dubey & Co, Company Secretaries (CP No: 14054 and Peer Review Certificate No. 6898/2025), having rich and varied experience in the areas of Compliances, Secretarial audits, mergers & amalgamations, Scrutinizer services, consultancy and advisory services etc.. The Audit Committee and Board, after evaluating the credentials and considering various factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc., has recommended appointment of M/s. Arunesh Dubey & Co, Company Secretaries, as the Secretarial Auditor of the Company, for a term of five consecutive years. The proposed remuneration to be paid to the Secretarial Auditors for the financial year 2025-26 is Rs. 20,000/- (Rupees Twenty Thousand Only) excluding applicable taxes and out of pocket expenses. In addition to secretarial audit services, the Company may obtain certifications and other non-audit services from the Secretarial Auditors, as permissible under the Companies Act, 2013 and other applicable provisions, and as required by statutory regulations, banks, or authorities. Such services shall be remunerated separately on mutually agreed terms between the Company and the Secretarial Auditors. The remuneration for remaining term shall be decided by the Board on the recommendations of the Audit Committee. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as it may deem fit. The Board is of view that the remuneration is commensurate with the size and scale of the Company and based on knowledge, expertise, industry experience, time and efforts required to be put in by the Statutory Auditor in line with the industry standard.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested financially or otherwise in the resolution. The Board recommends the resolution as set out in Item no. 4 of this Notice for approval of members by way of an ordinary resolution.

By order of the Board  
For **Sudha Apparels Limited**

**Place:** Gurugram  
**Dated:** 13<sup>th</sup> August, 2025

**Bhupesh**  
Company Secretary  
ACS 69983



Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India.

<b>Particulars</b>	<b>Mr. Yogesh Sharma (DIN: 10725585)</b>
<b>Age</b>	56 Years
<b>Qualifications</b>	Secondary
<b>Brief Profile Expertise in specific functional area</b>	Mr. Yogesh Sharma is having a rich and diversified experience of more than 30 years in the field of finance and accounts.
<b>Terms and Conditions of Appointment/ Re-appointment</b>	Liable to retire by rotation.
<b>Remuneration last drawn (including sitting fees, if any)</b>	Please refer the Corporate Governance Report
<b>Remuneration proposed to be paid</b>	As decided at the time of appointment.
<b>Date of first appointment on the Board</b>	01.08.2024
<b>Shareholding in the Company as on March 31, 2025</b>	NIL
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director or Key Managerial Personnel.
<b>Directorships of other Boards as on March 31, 2025</b>	NIL
<b>Membership/Chairmanship of Committees of other Boards as on March 31, 2025.</b>	NIL
<b>Listed entities from which resigned in past three years</b>	N.A.

# SUDHA APPARELS LIMITED

CIN: L17299WB1981PLC033331

Registered Office: 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A,  
8<sup>th</sup> Floor, Kolkata-700 020, Phone: 033-30522053

Website: <http://www.sudhaapparels.com> ; Email: [secretarial@sudhaapparels.com](mailto:secretarial@sudhaapparels.com)

## PROXY FORM

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

Name of the member(s):

Registered address

E-mail ID:

Folio No. / DP ID and Client ID:

I/We, being the member(s) of ..... shares of Sudha Apparels Limited, hereby appoint

1) Name: .....

Address: .....

Signature.....or failing him/her

2) Name: .....

Address: .....

Signature..... or failing him/her

3) Name: .....

Address: .....

Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44<sup>th</sup> Annual General meeting of the Company, to be held on Tuesday, 30<sup>th</sup> September, 2025 at 10.30 A.M at the registered office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8<sup>th</sup> Floor, Kolkata – 700020 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolutions	For	Against
<b>Ordinary Business:</b>		
1. To consider and adopt (a) the Audited Financial Statements for the financial year ended 31st March, 2025 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements for the financial year ended 31st March 2025 together with Report of Auditors' thereon.		
2. To appoint a Director in place of Mr Yogesh Sharma, who retires by rotation.		
3. To re-appoint Statutory Auditor of the Company for another period of 5 years		
<b>Special Business:</b>		
4. To appoint Secretarial Auditor of the Company for the period of 5 years		

\*Applicable for investors holding shares in electronic form.

Signed this ..... Day of 2025

.....  
Signature of shareholder

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

\*Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix a  
Revenue  
Stamp

**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) A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A 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 a proxy for any other person or shareholder.**
- (4) In case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorization should be attached to the proxy form.**
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**

# SUDHA APPARELS LIMITED

CIN: L17299WB1981PLC033331

Registered Office: 2/5, Sarat Bose Road, Sukh Sagar, Flat No.8A, 8<sup>th</sup>  
Floor, Kolkata-700 020, Phone: 033-30522053

Website: <http://www.sudhaapparels.com> Email: [secretarial@sudhaapparels.com](mailto:secretarial@sudhaapparels.com)

## Attendance Slip for the 44<sup>th</sup> Annual General Meeting of the Financial Year 2024-25

Folio No .....

DP Id\* .....

Client Id\* .....

I/we hereby record my/our presence at the 44<sup>th</sup> Annual General Meeting of the Company on Tuesday, 30<sup>th</sup> September, 2025 at 10.30 A.M. registered office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8th Floor, Kolkata – 700020

Name of the attending Member .....  
(in Block Letters)

Name of the Proxy (in Block Letters) .....  
(to be filled in, if the proxy attends instead of the member) No. of

Shares held.....

.....

Members/Proxy's Signature

Note: This attendance slip duly filled in should be handed over at the entrance of the meeting hall.

\*Applicable for investors holding shares in demat form.

## ROUTE MAP TO REACH AGM VENUE

