

01st October, 2024

**The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001**

**Stock Code : 10029405
Scrip ID : SUDHA APPARELS**

Sub: Voting Results and Scrutinizer's Report of the 43rd Annual General Meeting as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Sir/madam,

This is to inform that the Annual General Meeting of the Company was held on Monday, 30th September, 2024 at 11:00 A.M. at the registered office of the Company at 2/5 Sarat Bose Road, Sukh Sagar, Flat No. 8A, 8th Floor, Kolkata – 700020.

Please find the enclosed following disclosures pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 pertaining to the said Annual General Meeting.

1. Scrutinizer's Report
2. Voting Results of the AGM

Submitted for your information and record.

Thanking You,

Yours Faithfully,

For **Sudha Apparels Limited**

Bhupesh
(Company Secretary)

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014

To,
The Chairman of the 43rd Annual General Meeting of
Sudha Apparels Limited
2/5, Sarat Bose Road,
Sukh Sagar, Flat No. 8A, 8th Floor,
Kolkata-700020, West Bengal

Dear Sir,

Sub: **Consolidated Scrutinizer's Report on voting done through remote e-voting process and by Polling at 43rd Annual General Meeting of Sudha Apparels Limited held on Monday, September 30, 2024**

1. I, Sandeep Aggarwal, Chartered Accountant, was appointed as the Scrutinizer by the Board of Directors of **Sudha Apparels Limited** ('the Company') in its meeting held on 13th August, 2024 for the purpose of scrutinizing the voting done through remote e-voting process and by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of The Companies (Management and Administration) Rules, 2014 as amended, for passing of the as mentioned under item numbers 1 to 5 as set out in the Notice of 43rd Annual General Meeting of the shareholders of the Company dated 13th August, 2024.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of 43rd Annual General Meeting of the Company. My responsibility as scrutinizer for the remote e-voting process and poll conducted at the 43rd Annual General Meeting is restricted to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated by the National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting for e-voting and poll conducted at the 43rd AGM.
3. The Notice of 43rd AGM dated 13th August, 2024 was sent through permitted mode on 6th September, 2024. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 30th August, 2024.
4. As per the provision of Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of the 43rd AGM and

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providing e-voting facility in the English newspaper "Financial Express" and Bengali Newspaper "Sukhabar" on 7th September, 2024.

5. The shareholders of the Company holding shares as on the "cut-off" date of 23rd September, 2024 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.
6. The voting period for remote e-voting commenced on Thursday, 26th September, 2024 at 09:00 a.m. (IST) and ended on Sunday, 29th September, 2024 at 05:00 p.m. (IST) at the NSDL e-voting platform provided by the National Securities Depository Limited (NSDL). The Company also provided Polling Papers for casting vote at the 43rd Annual General Meeting held on 30th September, 2024 to the members present, who did not vote through remote e-voting facility.
7. After the closure of the voting at the 43rd Annual General Meeting, the votes cast through polling papers were counted, thereafter the votes cast under remote e-voting facility provided by National Securities Depository Limited (NSDL) were unblocked in the presence of 2 witnesses, who are not in the employment with the Company.
8. The summary of the voting through e-voting and polling papers are as follows:

Resolution 1:

Resolution required: (Ordinary/Special)			To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2024 together with the Reports of Directors and Auditors thereon.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	570012	430112	75.45	430112	-	100	-
	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
	E-Voting		148400	67.52	148400	-	100	-

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SANDEEP AGARWAL
Chartered Accountants



Public-Non Institutions	Poll	219800	13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Resolution 2:

Resolution required: (Ordinary/Special)			To Re-appoint Mrs. Savita Jindal who retire by rotation.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	570012	430112	75.45	430112	-	100	-
	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Resolution 3:

Resolution required: (Ordinary/Special)			To Appoint Mr. Yogesh Sharma as Director.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter	E-Voting	570012	430112	75.45	430112	-	100	-

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and Promoter Group	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Resolution 4:

Resolution required: (Ordinary/Special)			To approve appointment and payment of remuneration to Mr. Yogesh Sharma as Whole-time Director.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	570012	430112	75.45	430112	-	100	-
	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Resolution 5:

Resolution required: (Ordinary/Special)			To re-appoint Mrs. Roma Kumar as an Independent Director					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	570012	430112	75.45	430112	-	100	-
	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

The Register, all other papers and relevant records relating to poll and e-voting shall remain in my custody until the Chairman considers, approves and sign the minutes of the above said meeting and the same will be handed over to the Company Secretary for safe keeping.



Sandeep Agarwal
(Sandeep Agarwal)
Chartered Accountant
Membership No. 065643
UDIN: 24065643BKGROA2772

Place: Kolkata
Date: 01.10.2024

Countersigned
For Sudha Apparels Limited

213, Todi Chamber,
2, Lal Bazar Street
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SUDHA APPARELS LIMITED

Date of the AGM	30th September, 2024
Total number of shareholders on record date (23.09.2024)	57
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	2 9
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

Resolution 1:

Resolution required: (Ordinary/Special)			To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2024 together with the Reports of Directors and Auditors thereon.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Number of Members voted on the Resolution	
In Favour	16
Against	0
Total	16

Invalid votes – Nil

Result – The resolution is passed with requisite majority

Resolution 2:

Resolution required: (Ordinary/ Special)			To Re-appoint Mrs. Savita Jindal who retire by rotation.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Number of Members voted on the Resolution	
In Favour	16
Against	0
Total	16

Invalid votes – Nil

Result – The resolution is passed with requisite majority

Resolution 3:

Resolution required: (Ordinary/ Special)			To Appoint Mr. Yogesh Sharma as Director.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Number of Members voted on the Resolution	
In Favour	16
Against	0
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Invalid votes – Nil

Result – The resolution is passed with requisite majority

Resolution 4:

Resolution required: (Ordinary/Special)			To approve appointment and payment of remuneration to Mr. Yogesh Sharma as Whole-time Director.					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
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	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Number of Members voted on the Resolution	
In Favour	16
Against	0
Total	16

Invalid votes – Nil

Result – The resolution is passed with requisite majority

Resolution 5:

Resolution required: (Ordinary /Special)			To re-appoint Mrs. Roma Kumar as an Independent Director					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	570012	430112	75.45	430112	-	100	-
	Poll		-	-	-	-	-	-
	Total	570012	430112	75.45	430112	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	219800	148400	67.52	148400	-	100	-
	Poll		13	0.01	13	-	100	-
	Total	219800	148413	67.53	148413	-	100	-
Total		789812	578525	73.24	578525	-	100	-

Number of Members voted on the Resolution	
In Favour	16
Against	0
Total	16

Invalid votes – Nil

Result – The resolution is passed with requisite majority